

P98000099541



ACCOUNT NO. : 072100000032

REFERENCE : 044839 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigut

ORDER DATE : November 25, 1998

ORDER TIME : 2:22 PM

ORDER NO. : 044839-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: TLF ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

g 11/30/98

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
TLF ACQUISITION CORP.**

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DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation is TLF ACQUISITION CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Transcriptions, Ltd. of Florida, Inc., 9700 South Dixie Highway, Suite 610, Miami, Florida 33156.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having no par value per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one and the name and address of the initial member of the Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is: David A. Cohen, c/o MedQuist, Inc., Five Greentree Centre, Suite 311, Marlton, New Jersey 08053.

ARTICLE VII

The name of the Incorporator is Corporation Service Company and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25th day of November, 1998.

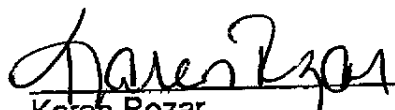
Corporation Service Company


By: Karen Rozar, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TLF Acquisition Corp. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


Karen Rozar,
Agent for the Registered Agent

Dated: November 25, 1998

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