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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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99 JUN -8 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

TLCPACKAGE.COM, INC.

| | |
|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 1999

FAS-T CORP.

SUBJECT: TLCPACKAGE.COM, INC.
REF: W99000013267

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE REGISTERED AGENTS NAME SHOULD BE ON #2 OF THE CERTIFICATE PAGE.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000013726
Letter Number: 899A00030881

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF****TLCPACKAGE.COM, INC.****ARTICLE I - NAME**

The name of the corporation is:

TLCPACKAGE.COM, INC.**ARTICLE II - PURPOSE**

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|--------------------------------|------------------------|-------------------|
| 500 | \$1.00 | COMMON |

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

7928 Harding Avenue, Suite #6
Miami Beach, Florida 33141PREPARED BY: SCOTT D. MAYER
7928 Harding Ave.
Suite No. 6
Miami Beach, Florida 33141
Phone# (305)-468-4984Prepared by: Scott D. Mayer
7928 Harding Avenue
Suite #6
Miami Beach, FL 33141

and the name and address of the initial registered agent of this corporation is:

| Name | Address |
|----------------|--|
| Scott D. Mayer | 7928 Harding Avenue, Suite #6 Miami Beach, FL 33141 |

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name | Address |
|-------------------|---|
| Joshua B. Goodman | 4330 Hartwick Road, Suite 603 College Park, MD 20740 |
| Scott D. Mayer | 7928 Harding Avenue, Suite #6 Miami Beach, FL 33141 |
| Louis A. Wing | 7928 Harding Avenue, Suite #6 Miami Beach, FL 33141 |

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

| Name | Address |
|----------------|--|
| Scott D. Mayer | 7928 Harding Avenue, Suite #6 Miami Beach, FL 33141 |

ARTICLE IX - BY-LAWS

The power to alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this __ day of May, 1999.


Scott D. Mayer
Subscriber and Director

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

tlcpackage.com, Inc.

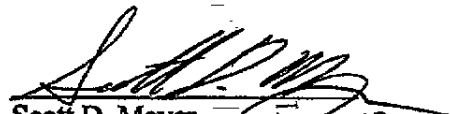
2. The name and address of the registered agent and office is:

Scott D Mayer
tlcpackage.com, Inc.
7928 Harding Avenue, Suite #6
Miami Beach, FL 33141


Scott D. Mayer
Title: DIRECTOR - MARKETING

Date: 6-07-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Scott D. Mayer
Date: 6-07-99

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