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June 22, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Incorporation of Titan Tape and Reel, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Titan Tape and Reel, Inc. along with our client's check in the amount of \$70.00 to cover your costs associated with filing the same. Please file the enclosed on July 23rd and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,


Tracy Lee Longo,
Assistant to Paul A. Krasker

/tll
Enclosures

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99 JUN 23 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TITAN TAPE AND REEL, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be TITAN TAPE AND REEL, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 5088 Thyme Drive, Palm Beach Gardens, FL 33418.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation

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TALLAHASSEE FLORIDA

is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5088 Thyme Drive, Palm Beach Gardens, FL 33418, and the name of the initial registered agent of this Corporation at that address is Ralph G. Mitchell.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have four (4) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Ralph G. Mitchell	5088 Thyme Drive Palm Beach Gardens, FL 33418
Carol A. Mitchell	5088 Thyme Drive Palm Beach Gardens, FL 33418
Caryn B. Mitchell	5088 Thyme Drive Palm Beach Gardens, FL 33418
Ralph G. Mitchell, Jr.	33 Baystate Road Lynnfield, MA 01940

ARTICLE IX
By-Laws

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

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: Ralph G. Mitchell, 5088 Thyme Drive, Palm Beach Gardens, FL 33418.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of June, 1999.


Ralph G. Mitchell

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

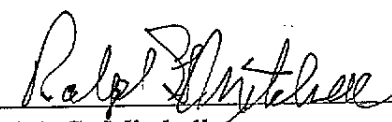
The foregoing instrument was acknowledged before me this 22nd day of June, 1999, by Ralph G. Mitchell, as Incorporator of TITAN TAPE AND REEL, INC., on behalf of the Corporation, and he is personally known to me. or has produced FL License # M327-727-35-381-0 as identification and did take an oath.




Notary Name: _____
Notary Public
Serial (Commission) Number _____
(if any) _____

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

I hereby accept appointment as Registered Agent of TITAN TAPE AND REEL, INC. as provide in Article VII, hereof.


Ralph G. Mitchell
Registered Agent