



THE UNITED STATES
CORPORATION
COMPANY

PP9000089330

99 OCT -7 PM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 402627 7194987

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pignatelli

ORDER DATE : October 7, 1999

500003009045--5

ORDER TIME : 12:10 PM

ORDER NO. : 402627-005

CUSTOMER NO: 7194987

CUSTOMER: Ms. Cinzia Nicoloso
JOAN BURTON JENSEN, ESQ.
JOAN BURTON JENSEN, ESQ.
5th Floor
930 Washington Avenue
Miami, FL 33139

DOMESTIC FILING

NAME: TSJ HOLDING CORPORATION

****FILE FIRST** must have lot file date

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 10/11/99

WGS-23202

RECEIVED
99 OCT -7 PM 12:52
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 7, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL

SUBJECT: SJ HOLDING CORPORATION
Ref. Number: W99000023202

We have received your document for SJ HOLDING CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00048706

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

TSJ HOLDING CORPORATION

FILED

99 OCT -7 AM 8: 54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is TSJ HOLDING CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The initial address of the principal office and the mailing address of the Corporation is 95 Merrick Way, Suite 518, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 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 fifty (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 95 Merrick Way, Suite 518, City of Coral Gables, County of Miami-Dade, State of Florida 33134 and the name of its initial registered agent at such office is Joan Burton Jensen.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) 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 two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Trond S. Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

FILED

99 OCT -7 AM 8: 54

Joan Burton Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name of the Incorporator is Joan Burton Jensen and the address of the Incorporator is 95 Merrick Way, Suite 518, Coral Gables, Florida 33134.

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 5th day of October, 1999.


Joan Burton Jensen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

Joan Burton Jensen


Registered Agent

Dated: October 5th, 1999