

Secretary of State

Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8904105 DP
COUNTY : DEKALD
DATE INCORPORATED : MARCH 3, 1989
EXAMINER : DONNA HYDE
TELEPHONE : 404-656-0624

REQUESTED BY:

RUSSELL & HERRERA PC
D. LYNN RUSSELL
150 EAST PONCE DE LEON AVENUE, STE 150
DECATUR, GEORGIA 30030

CERTIFICATE OF INCORPORATION

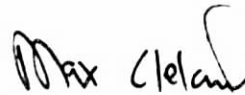
I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"TCM PROPERTIES, INC."

has been duly incorporated under the laws of the State of Georgia on the date set forth above, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: MARCH 3, 1989



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222

89 012 290 0000

ARTICLES OF INCORPORATION
OF
TCM PROPERTIES, INC.

The undersigned natural person, acting as incorporator of a corporation under the Corporation Laws of the State of Georgia, adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is "TCM PROPERTIES, INC.".

ARTICLE 2

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE 3

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 4

PURPOSES AND POWERS

Section 4.01. Purposes. The purpose for which the Corporation is organized is to purchase investment property including, but not limited to, all functions related thereto and any other purpose allowed by law.

Section 4.02. Powers. The Corporation, subject to any specific written limitation or restrictions imposed by the Corporation Laws or by these Articles of Incorporation, shall have and exercise the following powers:

(a) To have and exercise all the powers specified in the Corporation Laws of the State of Georgia.

(b) To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage, otherwise deal in interests in personal and real property of any nature or kind.

(c) Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 4.03. Carrying Out of Purposes and Powers. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Georgia or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

Section 4.04. Limiting Provision. Nothing contained in this Article shall be construed to authorize the Corporation to engage in anything specifically prohibited by these Articles of Incorporation.

ARTICLE 5

CAPITAL STOCK

Section 5.01. Number of Authorized Shares and Par Value. The total number of shares that the Corporation shall have authority to issue is 100,000 shares of common stock, with a One Dollar (\$1.00) par value.

Section 5.02. Preemptive Rights of Shareholders. The registered holders of the shares of capital stock shall have a preemptive right as set forth in this Section to purchase, at such equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of capital stock of the Corporation or securities convertible into or carrying options to purchase such shares of capital stock as may be issued from time to time.

Section 5.03. The initial capitalization of the Corporation shall be Five Hundred (\$500.00) Dollars.

Section 5.03. Cumulative Voting. At each election for directors, every holder of capital stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

Section 5.04. Classes of Stock. The capital stock of the Corporation shall not be divided into classes.

Section 5.05. Issuance of Stock. Shares of capital stock of the corporation shall not be issued except on the affirmative vote or written consent of at least a majority of all directors, which vote or consent shall appear in the minutes of the Board of Directors' meeting in which the issuance was authorized.

ARTICLE 6

REGISTERED OFFICE AND AGENT

Section 6.01. Registered Office.

The address of the registered office of the Corporation is:

Suite 150
150 East Ponce de Leon Avenue
Decatur, Georgia 30030

Section 6.02. Registered Agent. The name of the initial registered agent of the Corporation at such address is:

D. LYNN RUSSELL
RUSSELL & HERRERA, P.C.
Suite 150
One Decatur TownCenter
Decatur, Georgia 30030

ARTICLE 7

DIRECTORS

Section 7.01. Number of Directors. The Board of Directors of the Corporation shall consist of one (1) member, who need not be a resident of the State of Georgia and is the sole shareholder of the Corporation; however, if there are less than three (3) shareholders, then there shall be as many directors appointed as there are shareholders.

Section 7.02. Initial Director. The name and address of the persons who are to serve as the Initial Board of Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

TYRONE C. MALLOY
25 Park Lane
Atlanta, Georgia 30309

ARTICLE 8

INCORPORATORS

The name and address of the incorporator of the Corporation is:

D. LYNN RUSSELL
RUSSELL & HERRERA, P.C.
Suite 150
One Decatur TownCenter
Decatur, GA 30030

SECRETARY OF STATE
MAR 3 12 44 PM '89


ARTICLE 9

The Board of Directors of the Corporation may from time to time distribute a portion of the Corporation assets to its shareholders out of capital surplus of the Corporation.

ARTICLE 10

The Corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved, unrestricted capital surplus available for said purchase.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



D. LYNN RUSSELL
Incorporator
Attorney for the Corporation

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
Corporations Division
200 Piedmont Avenue
Suite 306
Atlanta, Georgia 30334

I, D. Lynn Russell, do hereby consent to serve as
registered agent for the Corporation

"TCM PROPERTIES, INC."

This 3 -day of March, 1989.


D. LYNN RUSSELL

Address of registered agent:

One Decatur TownCenter
150 E. Ponce de Leon
Decatur, GA 30030

LAW OFFICES OF
RUSSELL & HERRERA
A PROFESSIONAL CORPORATION
ONE DECATUR TOWNCENTER, SUITE 150
150 E. PONCE DE LEON
DECATUR, GEORGIA 30030

D. LYNN RUSSELL (GA & PA)
ANN J. HERRERA

March 3, 1989

404/378-7200
404/378-1506

The Honorable Max Cleland
Secretary of State of Georgia

Dear Sir or Madam:

Please incorporate "TCM PROPERTIES, INC." in an expeditious manner.

A check for \$50.00 is enclosed to cover this additional service.

Sincerely,

RUSSELL & HERRERA, P.C.



D. Lynn Russell

DLR:bhf

RECEIVED
SECRETARY OF STATE
MAR 14 1989



A100

BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: 3/3/89 Code: DP Docket No.: 89062324, 325
Assigned Exam: 769 Amt.: \$ 40.00, 50.00 By: 769
Charter Number: 8904105 Completed: 769

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: TCM PROPERTIES, INC.
Mailing Address: Suite 4, 2853 Candler Road, 1 South DeKalb Center
City: Decatur County: DeKalb State: Georgia Zip Code: 30037

III. Fees Submitted By: D. Lynn Russell
Secretary of State: \$ 40.00 Check No.:
Clerk of Court: \$ 22.00 Check No.: County: DeKalb
Publisher: \$ 60.00 Check No.: Name: Decatur/DeKalb News

IV. Incorporator: D. Lynn Russell
Address: Suite 150, 150 E. Ponce de Leon Ave.
City: Decatur State: Georgia Zip Code: 30030

V. Registered Agent/Office: D. Lynn Russell
Address: Suite 150, 150 E. Ponce de Leon Ave.
City: Decatur County: DeKalb State: Georgia Zip Code: 30030

Table with 3 columns: Article description, Applicant, Examiner. Rows include: 1. Original and two conformed copies of Articles of Incorporation, 2. Corporate name certificate enclosed and verified, 3. Publisher's and Clerk's checks enclosed and verified, 4. Consent form enclosed and verified, 5. Corporate duration and statutory authority stated, 6. Number shares, par value, minimum capital stated, 7. Number of directors and their names and addresses.

VII. Applicant/Attorney: D. Lynn Russell Telephone: (404) 378-7200
Address: Suite 150, 150 E. Ponce de Leon Ave.
City: Decatur State: Georgia Zip Code: 30030

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. Understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: [Signature] Date: 3 3, 1989

89 8/2 240 000

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 972930404
CONTROL NUMBER : 8904105
DATE INCORPORATED: 03/03/1989
DATE DISSOLVED : 01/09/1992
EFFECTIVE DATE : 10/10/1997
REFERENCE : 0093
PRINT DATE : 10/20/1997
FORM NUMBER : 122

LORETTA PATRICK
587 VIRGINIA AVENUE
SUITE 616
ATLANTA GA 30306

CERTIFICATE OF REINSTATEMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**TCM PROPERTIES, INC.
A DOMESTIC PROFIT CORPORATION**

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE





Secretary of State
Lewis A. Massey

CORPORATIONS DIVISION

Suite 315 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530
(404) 657-1375

972930404

LORETTA PATRICK
587 VIRGINIA AVE
STE 616
ATLANTA, GA 30306

Reservation Number : 972820289
Control Number : 8904105
Date Dissolved : 01/09/1992
Telephone Number : (404) 657-1375
Amount Due : 220.00
Print Date : 10/09/1997
Form Number : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

TCM PROPERTIES, INC.

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

TCM PROPERTIES, INC.

This application must be accompanied by the annual registration and the amount due above which is the sum of the filing fee, and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

Loyane Cecil Mallon

10/10/97

Signature & Title

Date

CORPORATION NAME

SECRETARY OF STATE
OCT 10 9 53 AM '97
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