

P0000007339

N. TAYLOR ENTERPRISES, INC.

96 Mayfair Lane
Boynton Beach, FL 33426
Telephone 561-965-8727
National 800-386-6789
Fax 561-967-3543

Accounting, Income Taxes and Tax Problem Resolutions

November 11, 2000

300003099973-1
-01/18/00-01005-005
*****122.50 *****78.75

Secretary of State
Tallahassee, FL 32991

RE: Silver Eagle Enterprises *Associated, Inc.*

To Whom It May Concern:

Enclosed you will find the following:

1. Articles of Incorporation on the above referenced business entity.
2. Check in the amount of \$122.50

FILED
00 JAN 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

If you have any questions, please do not hesitate to contact me. Please return these articles to my office after you have processed them.

Sincerely,

Nita Taylor

Nita Taylor
President and Accountant, for the firm

Nita Taylor GAVL
AUTHORIZATION BY PHONE TO
CORRECT *Copy Name*
DATE *1-24-00*
DOC. EXAM *OB*

OB
1-24-00
5

ARTICLES OF INCORPORATION

OF

SILVER EAGLE ENTERPRISES ASSOCIATED, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be SILVER EAGLE ENTERPRISES ASSOCIATED, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 10771 BEXLEY BOULEVARD, BOCA RATON, FL 33428, and the name of the initial Registered Agent for the corporation at that address is RAND MC NALLY

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: RAND MC NALLY

ARTICLE IX INCORPORATOR

The name and address of the incorporator is: RAND MC NALLY

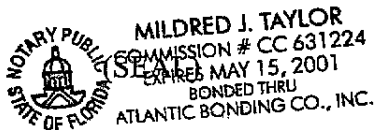
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of December, 19 99.

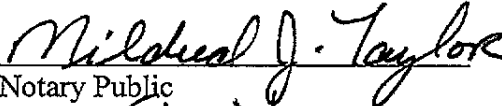
Incorporator:


RAND MC NALLY

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was executed and acknowledged before me this 15th day of December, 19 99, by Rand m^c Nally.




Notary Public
State of Florida
My Commission Expires:

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida,

a corporation organizing under the laws of the State of Florida, with its principal office located at 10771 BEXLEY DRIVE, BOCA RATON, FL 33428 has named RAND MC NALLY whose address is 10711 BEXLEY DRIVE, BOCA RATON, FL 33428 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


RAND MC NALLY

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00 JAN 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, this day personally appeared Rand McNally, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein. Who is personally known to me or produced identification.

WITNESS my hand and official seal this 15th day of December, 1999



Mildred J. Taylor
Notary Public
Printed Name Mildred J. Taylor
State of Florida