

PO0000014896

TALLY'S OF BREVARD, INC., d/b/a TALLY'S, INC.

c/o Heather Zabinofsky, Registered Agent

1980 North Atlantic Avenue, Suite 116

Cocoa Beach, Florida 32931

(321) 783-1233 - Office

(321) 544-6600 - Cellular *** (321) 784-1216 - Facsimile

January 17, 2000

Florida Department of State/Divisions of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

Attention: Bobbie Cox

Re: TALLY'S OF BREVARD, INC.

400003079414--9

-12/23/99--01055--014

*****78.75 *****78.75

Dear Bobbie:

Please accept my apology in the delay in getting this documentation to you, however, I had to obtain signatures from several different sources which was not an easy task. So, therefore, pursuant to our conversation, enclosed please find the following documentation regarding the above corporation.

- 1) Two original Articles of Incorporation (one for you and the other for certifying and returning to me in the self-addressed envelope) which are the replacements representing the new name as discussed. You already have the check in the amount of \$78.75 for processing same.
- 2) The Affidavit of Consent to Use Name executed by the previous owners, Claude and Gena Leslie, who are the individuals who sold the name and business to the Murphys.
- 3) The Fictitious Name (original for you plus one copy for certification and return to me in the self-addressed envelope) filing which is from Tally's of Brevard, Inc. to Tally's, Inc. A new check is enclosed for the \$50.00 filing fee and certified copy.

I trust that you will find the foregoing documentation in order. Thank you for your cooperation and if you have any questions or comments, or if you need any further assistance, information, or changes, please do not hesitate to give me a call.

Sincerely,

Heather Zabinofsky
Heather Zabinofsky
Registered Agent

FILED

00 FEB 10 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

hz
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 10 AM 11:24

FILED

AFFIDAVIT OF CONSENT TO USE NAME

STATE OF FLORIDA)
).SS
COUNTY OF BREVARD)

FILED
00 FEB 10 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, CLAUDE LESLIE and ^eGINA LESLIE, the undersigned, do hereby consent to the use of the name known as TALLY'S OF BREVARD, INC., and further state that we have no intention of reinstating the corporation known as TALLY'S OF BREVARD, INC.

We, the undersigned, do hereby release, relinquish, and forever give to Lita V. Murphy and William C. Murphy all right, title, and interest in the name known as TALLY'S OF BREVARD, INC., and submit to the Secretary of State, Division of Corporations, and any and all other entities whatsoever, that the Murphys may use the name in any and all manner provided by law, including but not limited to filing a new corporation using that name, fictitious names, subsidiaries, or any other instrument whatsoever.

We, the undersigned, do hereby affirm that we have sold the name to Lita V. Murphy and William C. Murphy and give unto them any rights afforded to them by virtue of the sale of the business known as TALLY'S OF BREVARD, INC.

Dated this 3rd day of January, 2000.

Claude E. Leslie Jr.
CLAUDE LESLIE

Gina K. Leslie
GINA LESLIE
^e

SWORN TO AND SUBSCRIBED that CLAUDE LESLIE and GINA LESLIE, personally appeared before me and are personally known to me and that they have affixed their signatures to the aforesaid document on this 3rd day of January, 2000.

(Seal)

Heather Zabinofsky
NOTARY PUBLIC



Heather Zabinofsky
MY COMMISSION # CC609740 EXPIRES
December 23, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

ARTICLES OF INCORPORATION

of

TALLY'S OF BREVARD, INC.

FILED
00 FEB 10 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is:

TALLY'S OF BREVARD, INC.

ARTICLE II

The corporation shall exist perpetually unless dissolved according to the applicable laws of the State of Florida.

ARTICLE III

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 250,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street address and the principal place of business of the corporation is:

**TALLY'S OF BREVARD, INC.
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931**

The MAILING ADDRESS for the corporation is:

**Heather Zabinofsky
Registered Agent for TALLY'S OF BREVARD, INC.
1980 North Atlantic Avenue
Cape Royal Building, Suite 116
Cocoa Beach, Florida 32931**

ARTICLE VI

The name, mailing address, and telephone number of the registered agent is:

**Heather Zabinofsky
1980 North Atlantic Avenue
Cape Royal Building, Suite 116
Cocoa Beach, Florida 32931
(321) 783-1233**

ARTICLE VII

This corporation shall have Two (2) 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 (1). The name(s) and address(es) of the initial director(s) of the corporation shall be:

Lita V. Murphy, Chairperson
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931

William C. Murphy, Vice Chair
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931

ARTICLE VIII

The delineation of officers of the corporation shall be as follows:

Lita V. Murphy
William C. Murphy

President/Secretary
Vice President/Treasurer


ARTICLE IX

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

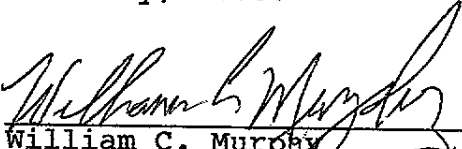
Lita V. Murphy
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931
(321) 784-6082

William C. Murphy
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931
(321) 784-6082

The undersigned incorporator(s) have executed these Articles of Incorporation on this 3rd day of January, 2000.



Lita V. Murphy
President/Secretary
TALLY'S OF BREVARD, INC.
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931
(321) 784-6082



William C. Murphy
Vice President/Treasurer
TALLY'S OF BREVARD, INC.
16-18 North Brevard Avenue
Cocoa Beach, Florida 32931
(321) 784-6082


NOTICE OF ACCEPTANCE OF REGISTERED AGENT

DATE: January 3, 2000

PLEASE TAKE NOTICE that pursuant to the Articles of Incorporation filed herewith, I hereby accept the appointment of Registered Agent for the corporation known as H Canal Defense Fund. All correspondence for this corporation should be mailed to:

Heather Zabinofsky
Registered Agent for Tally's of Brevard, Inc.
1980 North Atlantic Avenue, Suite 116
Cocoa Beach, Florida 32931
(321) 783-1233

A copy of this acceptance has been filed in the principal place of business for the corporation and maintained in the permanent book of records.


HEATHER ZABINOFSKY

FILED
00 FEB 10 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA