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TRANSMITTAL LETTER

FILED

00 FEB 18 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 16, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003140234--6
-02/18/00--01093--004
*****78.75 *****78.75

Subject: International Tax Management, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for:

Seventy-eight dollars and seventy-five cents (\$78.75) Filing fee and Certificate

From: William Roger Cummings
2215 North Military Trail
Suite 100
West Palm Beach, FL 33409
(561) 689-6339

7th 2/23/2000

ARTICLES OF INCORPORATION
OF
INTERNATIONAL TAX MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be INTERNATIONAL TAX MANAGEMENT, INC.

ARTICLE II

The street address of the corporation shall be 2215 North Military Trail, Suite 100, WEST PALM BEACH, FL 33409.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issue.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

William Roger Cummings
2215 North Military Trail
Suite 100
West Palm Beach, Florida 33409

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

William Roger Cummings
2215 North Military Trail
Suite 100
West Palm Beach, Florida 33409

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this 16 day of February, 2000.

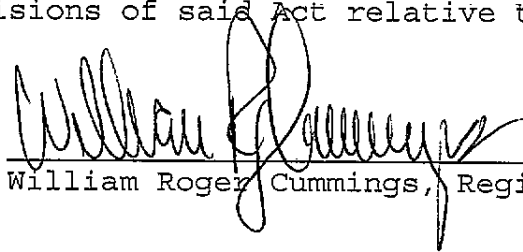


William Roger Cummings

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That INTERNATIONAL TAX MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named William Roger Cummings, located at 2215 North Military Trail, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



William Roger Cummings, Registered Agent

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