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March 7, 2000

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03/13/00-01003-006
*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: MICHAEL J. TAHAN AND COMPANY, INC., a (new) Florida corporation
OUR FILE NO.: 2000-048JM

Dear Gentlemen:

Enclosed herein please find certificate of incorporation for Michael J. Tahan and Company, Inc., along with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


JOHN J. MURPHY III, ESQ.
JJM/sca
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 19 PM 12:58

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**ARTICLES OF INCORPORATION
MICHAEL J. TAHAN AND COMPANY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 10 PM 12:58

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Michael J. Tahan and Company, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 5220 S. W. 154 Court, Miami, Florida 33185.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To maintain, examine, inspect, and audit the books and accounts of others; to devise and install financial, accounting, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to prepare financial statements; to compile statistics as an aid to the officers of corporations and other persons in making of reports and statements required by tax laws; to express an opinion in regards to the accuracy of financial statements; to perform all such acts or supply all such services as are commonly performed or supplied by bookkeepers, accountants, and management consultants; and to do all things incidental and necessary to the accomplishment of the foregoing purposes.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3880 Sheridan Street, Hollywood, Florida 33021-3634; and the name of its initial registered agent at such address is John A. Kasbar & Company, Inc.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

| Name | Address |
|------------------|--|
| Michael J. Tahan | 5220 S. W. 154 Court Miami, Florida 33185 |

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

| Name | Address |
|------------------|--|
| Michael J. Tahan | 5220 S. W. 154 Court Miami, Florida 33185 |

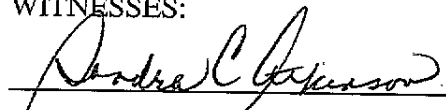
**ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

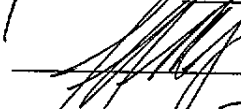
| | | |
|------------------|--|------------|
| Michael J. Tahan | 5220 S. W. 154 Court Miami, Florida 33185 | 100 Shares |
|------------------|--|------------|

Executed by the undersigned on the 8th day of March, 2000.

WITNESSES:


Printed Name Sandra C. Atkinson

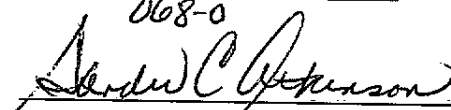

Michael J. Tahan


Printed Name John J. Murphy

State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Michael J. Tahan who is personally known to me or has produced FOL T500-550-53 as identification.




Notary Public

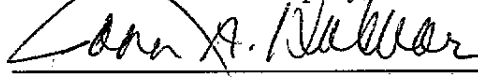
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Michael J. Tahan and Company, Inc.
2. The name and address of the registered agent and office is John A. Kasbar & Company, Inc., 3880 Sheridan Street, Hollywood, Florida 33201-3634.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John A. Kasbar & Company, Inc.


John A. Kasbar

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