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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 633944 7101964

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 22 AM 10:44

ORDER DATE : March 22, 2000

ORDER TIME : 10:04 AM

ORDER NO. : 633944-005

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CUSTOMER NO: 7101964

CUSTOMER: Ms. Denise D. Turner
DIVINE & ESTES, P.A.
DIVINE & ESTES, P.A.
Suite 203
24 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: TALLY-HO TOO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/23/00

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ARTICLES OF INCORPORATION
OF
TALLY-HO TOO, INC.

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be TALLY-HO TOO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at:

3150 Rider Place
Orlando, FL 32817

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

3150 Rider Place
Orlando, FL 32817

The initial registered agent of this corporation at that address shall be:

Edward P. Ashe

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Edward P. Ashe	3150 Rider Place Orlando, FL 32817	President, Treasurer Director
Lynda J. Ashe	3150 Rider Place Orlando, FL 32817	Vice President, Secretary Director

ARTICLE VIII - INCORPORATOR

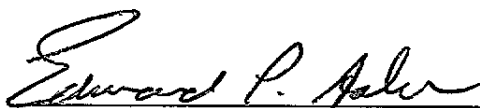
The following is the name and street address of the incorporator to these Articles of Incorporation:

Edward P. Ashe
3150 Rider Place
Orlando, FL 32817

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of March, 2000.


EDWARD P. ASHE,
Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared EDWARD P. ASHE, to me known or provided FLA DRIVERS LICENSE as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of March, 2000.

(SEAL)

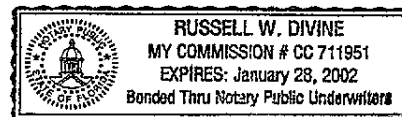


Notary Public

Print Name:

My commission expires:

Commission No.:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, TALLY-HO TOO, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent, Edward P. Ashe in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the 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.


EDWARD P. ASHE

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SECRETARY OF STATE
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00 MAR 22 AM 10:44