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REFERENCE : 691028 7194943

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 9, 2000

ORDER TIME : 12:27 PM

ORDER NO. : 691028-005

CUSTOMER NO: 7194943

CUSTOMER: Richard T. Morehead, Esq
RICHARD T. MOREHEAD, P.A.
RICHARD T. MOREHEAD, P.A.
105b Solana Road

Ponte Vedra Bea, FL 32082

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -9 PM 3:37

DOMESTIC FILING

NAME: TBK COMPLIANCE CONSULTING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAY -9 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION

OF

TBK COMPLIANCE CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -9 PM 3:37

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is TBK COMPLIANCE CONSULTING, INC.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in the business of consulting and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1212 Salt Creek Island Drive, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Frank Thomas Rossetter.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Frank Thomas Rossetter
830-13 A1A North, #238
Ponte Vedra Beach, Florida 32082

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the subscriber is:

Frank Thomas Rossetter
830-13 A1A North, #238
Ponte Vedra Beach, FL 32082

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

ARTICLE IX

INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

Frank Thomas Rossetter 100 SHARES

Shares held by the initial stockholder listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors are elected or appointed and have qualified are as follows:

Frank Thomas Rossetter, President
830-13 A1A North, #238
Ponte Vedra Beach, FL 32082

Elizabeth Ann Rossetter,
Secretary/Treasurer
830-13 A1A North, #238
Ponte Vedra Beach, FL 32082

ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 830-13 A1A North, #238, Ponte Vedra Beach, Florida 32082.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this

corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

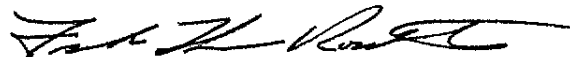
Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of May, 2000.




FRANK THOMAS ROSSETTER

STATE OF FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared **Frank Thomas Rossetter**, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 5th day of May, 2000,
at Ponte Vedra Beach, St. Johns County, Florida.



NOTARY PUBLIC
STATE OF FLORIDA
My Commission expires:

DIANNA L. SMITH
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Nov. 19, 2001
Commission No. CC697431

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

WITNESSETH

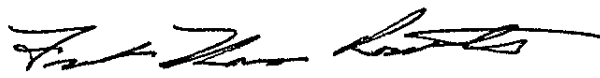
That TBK COMPLIANCE CONSULTING, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville, Florida, has named Frank Thomas Rossetter as its agent to accept service of process within this state.

ACKNOWLEDGMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -9 PM 3:37

Having been named by the incorporator of TBK COMPLIANCE CONSULTING, INC., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 5th day of May, 2000.


FRANK THOMAS ROSSETTER
Registered Agent