

COHEN. NORRIS. SCHERER
WEINBERGER & WOLMER

P01000031937

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GREGORY R. COHEN
BERNARD A. CONKO*
BLAINE C. DICKENSON
DAVID B. NORRIS, P.A.
PETER R. RAY
ERIC M. SAUERBERG*
KENNETH J. SCHERER, P.A.
KYLE A. SILVERMAN*
JAMES S. TELEPMAN***
ROBERT M. WEINBERGER, P.A.
BRENT G. WOLMER, P.A.

OF COUNSEL:

RICHARD S. RACHLIN, P.A.

RICHARD S. RACHLIN*

CHRISTOPHER W. KAMMERER

*Board Certified Civil Trial Attorney

March 21, 2001

*Of Counsel
**Board Certified Real Estate
***Board Certified Business Litigation

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

ATTN: New Filings

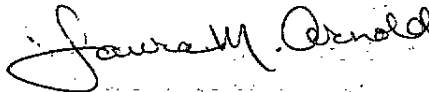
RE: Talbott Development, Inc.

Dear Clerk:

Enclosed please find our check in the sum of \$70.00 to cover the cost of filing the enclosed Articles of Incorporation and the Designation of Registered Agent. I have also enclosed a copy of the articles and a pre-addressed stamped envelope for your convenience in returning a date stamped copy to me for my files.

Thank you in advance for your assistance in this matter.

Sincerely yours,



Laura M. Arnold, Secretary to
Bernard A. Conko

/lma
Enclosures

FILED
01 MAR 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 29 2001

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146
TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104

FILED
01 MAR 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TALBOTT DEVELOPMENT, INC.

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

1. The name of this corporation shall be:

TALBOTT DEVELOPMENT, INC.

2. The principal office of the corporation shall be located at:

3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

and the mailing address of the corporation shall be:

3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

3. The corporation shall begin its existence upon the filing of these Articles of Incorporation by the Secretary of the State of Florida and shall have perpetual existence thereafter.

4. The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

5. The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of no par value common stock with full voting rights.

6. Pursuant to Section 48.091, Florida Statutes, the following named person is designated as Registered Agent for this corporation to accept service of process within the State of Florida:

Donald Talbott
3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

7. The name and address of the incorporator of this corporation is:

Donald Talbott
3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

Said incorporator is over the age of eighteen (18) years; is *sui juris*; and a citizen of the United States.

8. Four (4) directors shall constitute the initial Board of Directors of the corporation, but the by-laws may provide for such increase or decrease in number thereof as authorized by law.

9. The names and addresses of the members of the first Board of Directors are:

Donald Talbott
3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

Susan Talbott
3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

Fred D. Talbott
3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

Diana P. Talbott
3065 Jupiter Park Circle, Suite 5
Jupiter, FL 33458

10. The shareholders of the corporation shall have full preemptive rights.

11. Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation this 21 day of March, 2001.



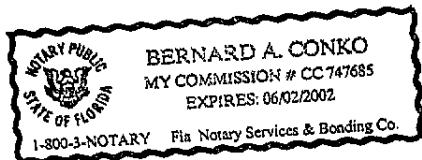
Incorporator

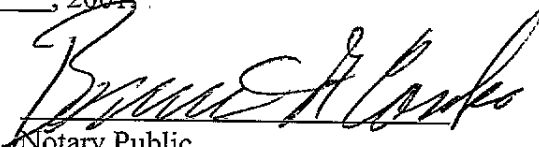
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21 day of March, 2001, by DONALD TALBOTT, who is personally known to me or has produced _____ as identification and who ~~did~~ (did not) take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 21 day of March, 2001.






Notary Public
Printed Name: Bernard A. Conko
My Commission Expires:

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

I agree, as Registered Agent for **Talbott Development, Inc.**, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.



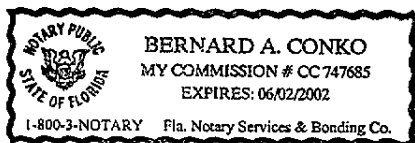
Registered Agent

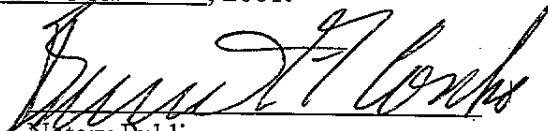
STATE OF FLORIDA

COUNTY OF PALM BEACH

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named County and State this 21 day of March, 2001.




Notary Public
Printed Name: Bernard A. Conko
My Commission Expires: _____

[NOTARIAL SEAL OR STAMP]