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ROYCE TALLANT, INC.
100 LEEWARD ISLAND
CLEARWATER, FL. 33767

FILED
01 AUG 13 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 6, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/13/01--01091--019
*****70.00 *****70.00

Dear Sirs:


Enclosed is my check for the sum of \$70.00 for the following incorporation fees of
Royce Tallant, Inc.

\$ 35.00 Filing fee

35.00 Resident Agent Fee

\$ 70.00

Sincerely,


Royce Tallant
President

PS 8/16/01 ✓

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROYCE TALLANT, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Royce Tallant, Inc.. The principal place of business of this corporation shall be 100 Leeward Island, Clearwater, Fl. 33767 .

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 100 Leeward Island Clearwater, Fl. 33767. The name of the initial registered agent of the corporation at that address is Royce Tallant..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share thereof at any price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that all shares of stock issued by the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

Royce Tallant
President

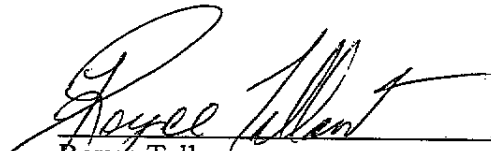
100 Leeward Island
Clearwater, Fl. 33767

ARTICLE X. SUBSCRIBER

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

Royce Tallant

100 Leeward Island
Clearwater, Fl. 33767


Royce Tallant

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In pursuance to Chapter 607, Florida Statutes the following is submitted in compliance with said act.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That, Royce Tallant, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated the Articles of Incorporation, in the county of Pinellas, State of Florida, has named Royce Tallant, located at 100 Leeward Island Clearwater, Fl. 33767, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 provision of said Act relative to keeping open said office.

By:


Resident Agent