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FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JAN - 8 PM 12:53

January 2, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

Re: THE TAX MAN, INC.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned client. Also enclosed is a check in the amount of \$70.00 to cover the cost of filing.

If you have any questions, please do not hesitate to give me a call.

Thank you for your prompt attention to this matter.

Sincerely,


Gayle Mikhail
Accountant

Encl.

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*****70.00 *****70.00

F. CHESSEY JAN 11 2001

ARTICLES OF INCORPORATION

OF

THE TAX MAN, INC.

ARTICLE I

NAME

The name of this corporation is THE TAX MAN, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of The United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

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ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 3796 Miramontes Circle, Wellington, Florida, 33414, and the name of the initial registered agent at this address is Debbie Fischer.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

Debbie Fischer

3796 Miramontes Circle
Wellington, FL 33414

ARTICLE IX

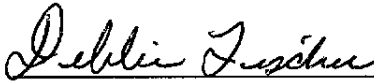
INCORPORATORS

The name and address of the persons signing these articles of incorporation is:

Debbie Fischer

3796 Miramontes Circle
Wellington, FL 33414

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of
incorporation this 2nd day of January, 2002.


Debbie Fischer

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county
set forth above, Debbie Fischer personally appeared, known by me to be the person who
executed these article of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state
and county aforesaid, this 2nd day of January 2002.

{SEAL}



Howard I. Angowitz
Commission # DD 035177
Expires Aug. 2, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST— THE TAX MAN, INC.
DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPLE PLACE OF BUSINESS AT THE CITY OF WELLINGTON, PALM BEACH
COUNTY, STATE OF FLORIDA, HAS NAMED DEBBIE FISCHER, AT 3796
MIRAMONTES CIRCLE CITY OF WELLINGTON, STATE OF FLORIDA AS ITS AGENT
TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNED Debbie Fischer

TITLE PRESIDENT

DATE JANUARY 2, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED Debbie Fischer
Debbie Fischer
Resident Agent

DATE January 2, 2002

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TALLAHASSEE, FLORIDA