

FROM

(MON) 1. 6' 03 15:15/ST. 15:15/NO. 4863333458 P. 1

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

TaoShift, Inc.

Certificate of Status	0
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Page Count	03
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FROM

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**Articles of Incorporation
of
TaoShift, Inc.**

THE UNDERSIGNED, acting as the sole Incorporator of TaoShift, Inc. ("Corporation") under the Florida Business Corporation Act ("FBCA"), Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is: TaoShift, Inc.

**ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 4023 Tampa Rd., Suite 2400, Oldsmar, FL 34677.

**ARTICLE III
BUSINESS AND ACTIVITIES**

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

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 110,000 shares, of which 100,000 shares shall be Common Stock having a par value of \$0.01 per share and 10,000 shares of preferred stock having a par value

Martin A. Traher, Esquire
Florida Bar #0099805
Poley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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of \$0.01 per share. Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

ARTICLE VI
INCORPORATOR

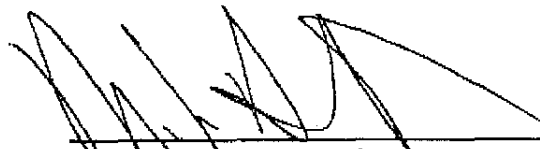
The name and address of the sole Incorporator of the Corporation is as follows:

Martin A. Traber, Esquire
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted or required by the FBCA, any person who was or is a party, or threatened to be made, a party to any proceeding (including by or in the right of the Corporation) by reason of the fact that he is or was an Officer or Director of the Corporation or serves or served any other enterprise at the request of the Corporation. Without limiting the foregoing in any way, the Corporation shall indemnify any Officer or Director who was or is a party to any proceeding (including by or in the right of the Corporation) against liability incurred in connection with such proceeding, including any appeal thereof, if such Officer or Director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of this _____ day of _____, 2003.



Martin A. Traber, Esquire
Incorporator

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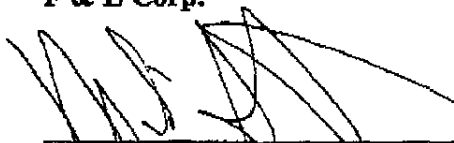
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IV of the foregoing *Articles of Incorporation* as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of TaoShift, Inc.

DATED: Effective this _____ day of _____, 2003.

F & L Corp.



By: Martin A. Traher, Esquire
Title: Vice President

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