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TALLAHASSEE FLORIDA

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**OFFICES OF
CLIFTON A. LIVINGSTON
ATTORNEY AT LAW**

210 East Davis Blvd.
TAMPA, FLORIDA 33606-2265
254-5400

(813) 254-7777
FAX (813)

February 25, 2003

FEDERAL EXPRESS
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

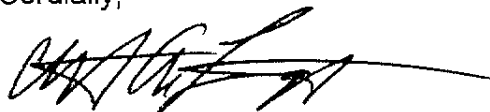
**RE: Filing of ARTICLES OF INCORPORATION FOR
William Talmadge, Inc.**

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation for William Talmadge, Inc. along with my check for \$70.00 for the filing fee made payable to the Secretary of State.

Thank your for your assistance in this matter. If you have any questions, please immediately contact me at the above telephone number.

Cordially,

A handwritten signature in black ink, appearing to read 'Clifton A. Livingston', with a long horizontal flourish extending to the right.

Clifton A. Livingston, Esq.

CAL/Enclosures

ARTICLES OF INCORPORATION

Of

William Talmadge, Inc.

FILED
03 FEB 26 PM 12:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I Name and Address

The name of this corporation shall be William Talmadge, Inc. and its initial place of business shall be located at 1912 Taylor Lane, Tampa, Florida, 33618.

ARTICLE II Existence of Corporation

This corporation shall begin existence on the date of filing with the Secretary of State, and shall have perpetual existence.

ARTICLE III Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV General Powers

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (p) To have and exercise all powers necessary or convenient to effect its purposes.
- (q) The corporation shall have the right, upon unanimous consent of all shareholders of the corporation, to be treated as a Small Business Corporation under the Internal Revenue Code, Section 1244.

ARTICLE V

Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 201 East Davis Blvd., Tampa, Florida, 33606, and the name of the corporation's initial registered agent at such address is Clifton A. Livingston. The corporation may change its registered office or its registered agent for both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

Name	Address
William A. Talmadge	1912 Taylor Lane Tampa, Florida, 33618

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is as follows:

Name	Address
Clifton A. Livingston	201 E. Davis Blvd. Tampa, Florida, 33606

ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law. The corporation shall indemnify any officer, director and/or shareholder for all expenses paid by such officer, director and/or shareholder on behalf of the corporation, including, but not limited to, pre-organizational expenses of the corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated. **I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.**


Clifton A. Livingston
(Incorporator and Registered Agent)

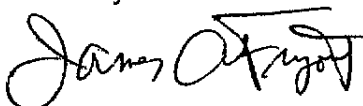
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 25th of February, 2003 by Clifton A. Livingston, an individual who is personally known to me and who did not take an oath.



James A. Frijouf
MY COMMISSION # DD094901 EXPIRES
February 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public



Notary's Printed Name
My Commission Expires:

FILED
03 FEB 26 PM 12:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA