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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 19 AM 11:24

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
03 MAR 19 AM 11:16

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Tax Equity Associates, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Warren H. Husband
Name (Printed or typed)

P.O. Box 10909
Address

Tallahassee, FL 32301
City, State & Zip

(850) 205-9000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
TAX EQUITY ASSOCIATES, INC.

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DIVISION OF CORPORATIONS
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In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of forming a business corporation.

Article I - Name

The name of the Corporation is Tax Equity Associates, Inc.

Article II - Principal Office

The street address of the initial principal office of the Corporation is 215 South Monroe Street, Suite 505, Tallahassee, Florida, 32301. The mailing address of the Corporation is P.O. Box 10909, Tallahassee, Florida, 32302.

Article III - Corporate Duration

The duration of the Corporation is perpetual.

Article IV - Powers

The Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these articles of incorporation or the bylaws.

Article V - Capitalization

The maximum number of shares this Corporation is authorized to issue is one thousand (1000), par value of \$0.01 per share, all of which shall be Common Shares. All Common Shares shall be identical to each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article VI - Registered Office and Agent

The street address of the Corporation's initial registered office is 215 South Monroe Street, Suite 505, Tallahassee, Florida, 32301. The initial registered agent for the Corporation at that address is Warren H. Husband.

Article VII - Directors

Subject to the limitations of these articles of incorporation, the bylaws, and Chapter 607, Florida Statutes, concerning corporate action that must be authorized or approved by the shareholders of the Corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the Corporation shall be managed under the direction of the board of directors.

No meeting of directors need be held to take any action required or permitted to be taken by law, provided all directors entitled to vote individually or collectively consent in writing to the specified action to be taken, and the written consent or consents are filed in the corporate minutes. Action by written consent shall have the same force and effect as action taken by unanimous vote of all directors entitled to vote. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken without a meeting by unanimous written consent of all directors entitled to vote, and that the bylaws authorize this manner of operation. The statement shall be prima facie evidence of such authority.

Article VIII - Indemnification

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

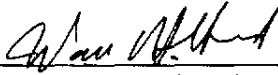
Article IX - Incorporator

The name and street address of the person acting as incorporator and signing these articles of incorporation are Warren H. Husband, 215 South Monroe Street, Suite 505, Tallahassee, Florida, 32301.

Article XI - Amendment

The Corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in a manner consistent with law and in conformity with the Corporation's bylaws.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation at Tallahassee, Leon County, Florida, on this 17th day of March, 2003.



Warren H. Husband
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tax Equities Associates, Inc., Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 607.0501(3), Florida Statutes.



Warren H. Husband
Date: 03/17/03

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