

PD3000/19482

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

talin tropic company

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TALLAHASSEE FLORIDA

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(4)

**ARTICLES OF INCORPORATION
OF
TALIN TROPIC COMPANY**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is TALIN TROPIC COMPANY.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any of all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL
OFFICE**

The street address of the initial registered office of this corporation is 153 N.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is TALIN JOHNSON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

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TALIN JOHNSON
153 N.E. 4th Avenue
Delray Beach, Florida 33483

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: TALIN JOHNSON, 153 N.E. 4th Avenue, Delray Beach, Florida 33483.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

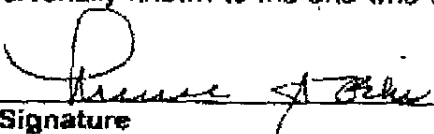
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 24th day of October 2003.


TALIN JOHNSON, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of October 2003, by TALIN JOHNSON, who is personally known to me and who did not take an oath


Signature

Theresa A. Pike
Printed Name

NOTARY PUBLIC
Rank or Title

My Commission Expires:



Theresa A. Pike
MY COMMISSION # CC0221211 EXPIRES
April 18, 2004
DONLEN/MIRIAM TAYLOR INSURANCE, INC.

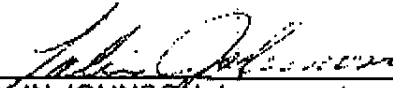
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **TALIN TROPIC COMPANY**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 153 N.E. 4th Avenue, Delray Beach, Florida 33483, has named **TALIN JOHNSON** as its agent to accept service of process within Florida.

DATED: 10/24/03


TALIN JOHNSON, Incorporator

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


TALIN JOHNSON, Registered Agent

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