

Jeanne P. Rose

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P9500001865

January 5, 1995

Attn: Freida Chesser
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: Filing of Articles of Inc.: TALLET INTERNATIONAL, INC.

Dear Ms. Chesser:

Enclosed by overnight mail to you are the Articles of
Incorporation for TALLET INTERNATIONAL, INC.

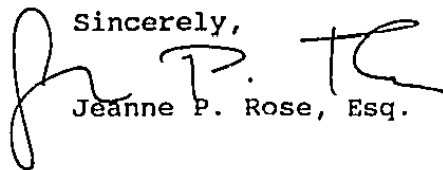
Please file these Articles on the date of receipt of same.

I have enclosed a check for \$122.50 payable to the Secretary
of State, representing \$70.00 for the filing of the Articles
and designation of Registered Agent, and \$52.50 representing
the Certified Copy Fee.

I have enclosed a pre-addressed, pre-paid Federal Express
Airbill for you to return the Certified Copy of the Articles
to my office immediately upon filing.

Thank you for all your assistance with this matter, and
please give me a call if you have any questions or need
anything further in this regard.

Sincerely,


Jeanne P. Rose, Esq.

ROSESSER JAN 9 1995

FILED
JAN 9 1995
TALLAHASSEE, FLORIDA

ENCLOSURE
JAN 9 1995
*****122.50*****

ARTICLES OF INCORPORATION
OF TALLET INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is TALLET INTERNATIONAL,
INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1171 S.W. 18th Street
Boca Raton, Florida 33486

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of
common stock, at .001 (1 cent) par value, which shall be
designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is 999 S.W. 17th Street, Boca Raton, Florida
33486 and the name of the initial registered agent of this
corporation at that address is JEANNE P. ROSE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 2 (two) Directors
to hold office until the first annual meeting of stockholders
and their successors shall have . . . duly elected and
qualified, or until their earlier resignation, removal from
office or death. The number of Directors may either be
increased or decreased from time to time in accordance with
the By-laws of the Corporation. The names and addresses of
the initial Directors are:

FIDEL TALLET
1171 S.W. 18th Street
Boca Raton, Florida 33486

MICHELLE R. TALLET
1171 S.W. 18th Street
Boca Raton, Florida 33486

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

FIDEL TALLET
1171 S.W. 18th Street
Boca Raton, Florida 33486

ARTICLE VIII - PRE-EMPTIVE RIGHTS

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

ARTICLE IX - INDEMNIFICATION

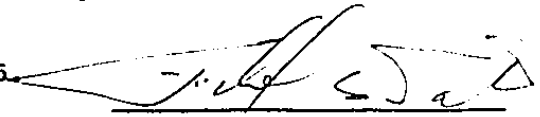
The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 5, 1995


FIDEL TALLET
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to

take acknowledgments, personally appeared FIDEL TALLET, to me personally known to be the person described as the Incorporator in/or who provided N/A as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY NAMED ABOVE THIS 5th DAY OF JANUARY, 1995.

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
JEANNE PISTOLESE ROSE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 156202
MY COMMISSION EXP. OCT. 29, 1995


NOTARY PUBLIC

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 5, 1995.


JEANNE P. ROSE