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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: STRAWN & MORAGHAN, P.A.
54 NE 4TH AVE
DELRAY BEACH FL 33483-
CONTACT: JOEL T. STRAWN OR AUDI R. JOHNSTON
PHONE: (407) 278-9400
FAX: (407) 278-9462

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H95000004911)))
NAME: F.A.C. PARTNERS, INC.
FAX AUDIT NUMBER: H95000004911
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

T.A.G. PARTNERS, INC.

Article I. - Name

The name of this corporation is T.A.G. PARTNERS, INC..

Article II. - Purpose

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

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Article V. - Principal Office or Mailing Address: Resident Agent

The mailing address of the corporation and the initial registered office of this corporation is 54 Northeast Fourth

JOEL T. STRAWN, ESQUIRE (Bar No. 095581)
STRAWN & MONAGHAN, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(407) 278-4811

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Avenue, Delray Beach, FL 33483, and the name of the initial registered agent of this corporation at that address is JOEL T. STRAWN.

Article VI. - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Audy R. Johnston (Director/President)	54 N. E. Fourth Avenue Delray Beach, FL 33483
Joel T. Strawn (Director/Secretary/ Treasurer)	54 N. E. Fourth Avenue Delray Beach, FL 33483

Article VII. - Incorporator

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

<u>NAME</u>	<u>ADDRESS</u>
Joel T. Strawn	54 N. E. Fourth Avenue Delray Beach, FL 33483

Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

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Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 April 26, 1995.

Joel T. Strawn
Joel T. Strawn, Incorporator

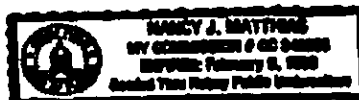
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOEL T. STRAWN, who is personally known to me or has produced as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of April, 1995.

Nancy J. Matthias
Notary Public
Print Name: NANCY J. MATTHIAS
My Commission Expires: 2/6/98

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May 2, 1995



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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT T.A.G., PARTNERS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF DELRAY BEACH, STATE OF FLORIDA,
HAS NAMED JOEL T. STRAWN, LOCATED AT 54 N. E. 4TH AVENUE, CITY OF
DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE *[Signature]*
(CORPORATE OFFICER)

TITLE President

DATE: APRIL 26, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT DESIGNATION AS THE REGISTERED AGENT FOR THE STATED
CORPORATION, AND I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, FLORIDA STATUTES
(1989).

SIGNATURE *[Signature]*
(RESIDENT AGENT)

DATE: APRIL 26, 1995

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April 26, 1995

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TALLAHASSEE, FLORIDA
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