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VENTURE CAPITAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 604232 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 24, 1995

ORDER TIME : 9:39 AM

ORDER NO. : 604232

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq  
MOYLE FLANIGAN KATZ FITZGERALD  
& SHEEHAN  
625 N. Flagler Drive, 9th Floor  
P. O. Box 3888  
West Palm Beach, FL 33401

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-06/24/95--01032--018  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: TALMAY CORP. OF FLORIDA

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

MAY 24 1995

FILED  
95 MAY 24 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

052395-1  
.44722

ARTICLES OF INCORPORATION  
OF  
TALMAY CORP. OF FLORIDA

FILED  
25 MAY 24 PM 2 13  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be TALMAY CORP. OF FLORIDA (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 528 Squire Drive, West Palm Beach, Florida 33414.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations

organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

#### ARTICLE V

##### Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 528 Squire Drive, West Palm Beach, Florida 33414, and the name of the initial registered agent of this Corporation at that address is George V. Talev.

#### ARTICLE VIII

##### Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

George V. Talev

528 Squire Drive  
West Palm Beach, Florida 33414

#### ARTICLE IX

##### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### Indemnification

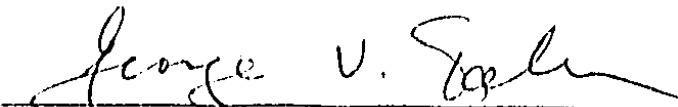
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: George V. Talev, 528 Squire Drive, West Palm Beach, Florida 33414.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of May, 1995.

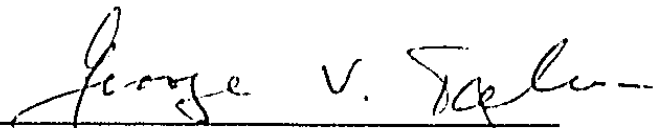
  
\_\_\_\_\_  
GEORGE V. TALEV, Incorporator

FILED  
95 MAY 24 PM 2:13  
SECRET  
STATE  
FLORIDA

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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT TALMAY CORP. OF FLORIDA, DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL  
REGISTERED OFFICES AT 528 SQUIRE DRIVE, WEST PALM BEACH, FLORIDA  
33414 HAS NAMED GEORGE V. TALEV, LOCATED AT 528 SQUIRE DRIVE, WEST  
PALM BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

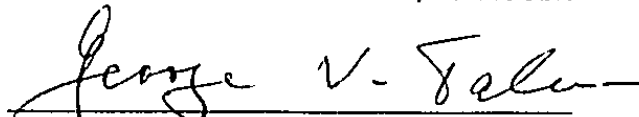


GEORGE V. TALEV, Incorporator

May 23, 1995

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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, AND I  
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF  
MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA  
STATUTES.



GEORGE V. TALEV, Registered Agent

May 23, 1995

(Date)