

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME NC _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 1/16 12:00

re: TAR GAINES SMILES

INC 96 JAN 16 AM 10:13

SEC. OF REG. OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Original Expires	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filing	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input type="checkbox"/> Foreign Corp. Filing	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Filing	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name Filing	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kill	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Filing	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS _____		

200881689812
-01/16/96-01007-016
****122.50 ****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
96 JAN 16 AM 8 27
DIVISION OF REGISTRATION

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
TAR GAINESVILLE, INC.

FILED
96 JAN 16 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be TAR GAINESVILLE, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2435 Hollywood Blvd., Hollywood, FL 33020.

ARTICLE III: CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Richard S. Cotler, c/o Cotler & Baseman, P.A., 2435 Hollywood Blvd., Hollywood, FL 33020.

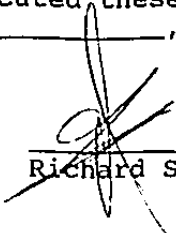
ARTICLE V: INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Richard S. Cotler, 2435 Hollywood Blvd., Hollywood, FL 33020.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors of this corporation is Richard S. Cotler, 2435 Hollywood Blvd., Hollywood, FL 33020.

The undersigned has executed these Articles of Incorporation on the _____ day of _____, 1996.



Richard S. Cotler, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

96 JAN 16 AM 10:13

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is TAR GAINESVILLE, INC.
2. The name and address of the registered agent and office is Richard S. Cotler, 2435 Hollywood Blvd., Hollywood, FL 33020.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: _____

A96 0000 04422

LAW OFFICES
COTLER & BASEMAN, P.A.

8435 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020

TELEPHONE (954) 925-4000
NORTH BROWARD (954) 345-6988
DADE (305) 944-1493
FAX (954) 925-1530

PLEASE REPLY TO HOLLYWOOD

January 24, 1997

RICHARD S. COTLER
ALAN H. BASEMAN*
LAURENCE GLAZER*
MICHAEL GREENWALD
FREDERICK LEONE, JR., **
* FLORIDA BAR CERTIFIED IN
WILLS, TRUSTS & ESTATES
** FLORIDA BAR CERTIFIED IN
TAXATION
* OF COUNSEL

BOCA RATON OFFICE
THE PLAZA, SUITE 801
8385 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
(407) 392-1767

Annual Reports Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002069393--0
-01/27/97--01047--006
*****70.00 *****70.00

Re: TAR Gainesville, Inc.
Thomas A. Rodenberg, Inc.

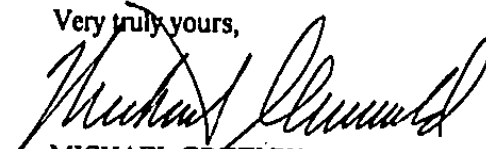
300002069393--0
-01/27/97--01047--006
*****70.00 *****35.00

Dear Sir/Madam:

Enclosed are Articles of Dissolution for each of the above corporations. As indicated, the articles were executed on December 30, 1996 and were made effective as of that date. Also enclosed is a check in the amount of \$70.00 to cover the cost of filing the articles (\$35.00 per corporation).

If you have any questions, please do not hesitate to contact me.

Very truly yours,


MICHAEL GREENWALD
For the Firm

Enclosures as noted

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 AM 10:13

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TLL JAN 31 1997

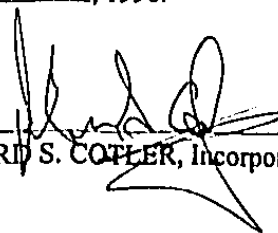
ARTICLES OF DISSOLUTION
OF
TAR GAINESVILLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 AM 10:13

Pursuant to section 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution;

- FIRST:** The name of the corporation is TAR Gainesville, Inc.
- SECOND:** The articles of incorporation were filed on January 16, 1996.
- THIRD:** None of the corporation's shares have been issued.
- FOURTH:** No debt of the corporation remains unpaid.
- FIFTH:** Adoption of Dissolution. The only incorporator authorized the dissolution.

Signed this 30th day of DECEMBER, 1996.



RICHARD S. COTLER, Incorporator

ARTICLES\TARGAIN-DISSOLVE