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LAW OFFICES OF
BERNSTEIN & BARROW
ATTORNEYS AT LAW

FILED

Telephone: 813 862-4411
Facsimile: 813 862-3152

96 FEB 26 PM 12:59

JAMES BARROW*
DALE L. BERNSTEIN
*Also Admitted in New York

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE REPLY TO:

BAYONET POINT MAIN OFFICE
7637 STATE ROAD 52
BAYONET POINT, FL 34667
813 862-4411

CLEARWATER BRANCH OFFICE
28870 U.S. HIGHWAY 19 N.
CLEARWATER, FL 34621
813 445-9333

SPRING HILL BRANCH OFFICE
5308 SPRING HILL DRIVE
SPRING HILL, FL 34606
904 688-5297

PALM HARBOR BRANCH OFFICE
3423 TAMPA ROAD
PALM HARBOR, FL 34684
813 445-9333

February 21, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: TARBOX, INC.

800001723668
-02/26/96--01025--009
****122.50 ****122.50

Gentleman:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office with regard to the above captioned matter. Please file the same and return a file-stamped copy to the undersigned. We are enclosing a check in the amount of \$122.50 for filing fees.

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

Very Truly Yours,

DALE L. BERNSTEIN, ESQ.

DLB/jam
encl:
ltr\dly\1-6-95\022196.048

2-28-96
JA

ARTICLE I NAME

The name of this Corporation shall be:

TARBOX, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**TARBOX, INC.
7732 Isabella Drive, Apt A
Port Richey, Florida 34688**

ARTICLE III CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Robert S. Tarbox, Jr.
7732 Isabella Drive, Apt A
Port Richey, Florida 34688**

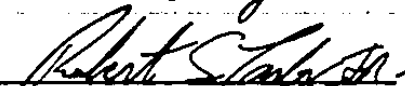
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Robert S. Tarbox, Jr.
7732 Isabella Drive, Apt A
Port Richey, Florida 34688**

The undersigned has executed these Articles of Incorporation this

21 day of February, 1996.


Robert S. Tarbox, Jr./Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

TARBOX, INC.

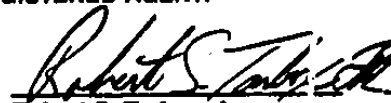
2. The name and address of the registered agent and office is:

Robert S. Tarbox, Jr.
7732 Isak Via Drive, Apt A
Port Richey, Florida 34688


Robert S. Tarbox, Jr.

2/21/96
(date)

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.


Robert S. Tarbox, Jr.

2/21/96
(date)