

*P96000020020*  
Law Offices

6624 GATEWAY AVENUE  
SARASOTA, FLORIDA 34231  
(041) 021-5595  
FAX (041) 021-3950

Kurt F. Lewis, P.A.

February 5, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
MAR - 4 PM 11:50  
TALLAHASSEE, FLORIDA

Re: Tal Enterprises, Inc

Ladies:

Enclosed please find original and one executed copy of the Articles of Incorporation for the above corporation. We would appreciate you filing the same and advising us when they have been filed.

Also enclosed is our check in the amount of \$70.00 to cover the following costs:

Filing Fee	35.00	700001716157
Registered Agent Designation	35.00	-02/15/96--01088--011
		*****70.00 *****70.00

Thank you for your cooperation in this matter.

Sincerely,



Kurt F Lewis

mt

Enclosures

m96.2.010

*789,503,671*  
*W96-3811*

D. BROWN MAR - 5 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 20, 1996

KURT F. LEWIS, ESQ.  
6624 GATEWAY AVENUE  
SARASOTA, FL 34231

SUBJECT: TAL ENTERPRISES, INC.  
Ref. Number: W96000003811

We have received your document for TAL ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 096A00007306

ARTICLES OF INCORPORATION  
OF  
TSM ENTERPRISES, INC

FILED  
96 MAR -4 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is TSM Enterprises, Inc

ARTICLE II

Duration. The corporation shall be perpetual.

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 1,000 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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 issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

Initial Principal Office. The street address of the initial principal and registered office of this corporation is 6624 Gateway Avenue, Sarasota, Florida 34231.

#### ARTICLE VII

Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one.

#### ARTICLE VIII

Incorporator. The name and address of the person signing these articles is:

KURT F LEWIS, 6624 Gateway Avenue, Sarasota, Florida 34231

#### ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

Registered Office and Registered Agent. The Registered Office of the corporation shall be at 6624 Gateway Avenue, Sarasota, Florida 34231, and the Registered Agent at such address shall be KURT F LEWIS.

ARTICLE XI

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

ARTICLE XII

Amendment. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

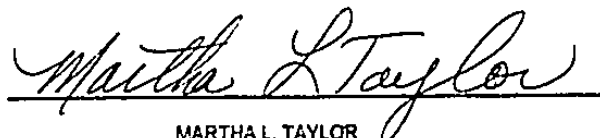
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this February 5, 1996.

  
KURT F LEWIS, Incorporator

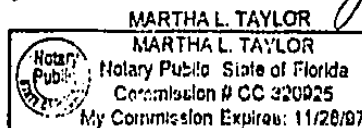
STATE OF FLORIDA  
County of Sarasota

The foregoing instrument was acknowledged before me this February 5, 1996, by Kurt F Lewis who is personally known to me.

Notary Public



m96.2.003



FILED  
96 MAR -4 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ACKNOWLEDGMENT BY REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open the office of this corporation.



KURT F LEWIS, Registered Agent

m96.2.004