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LAW OFFICES

KANTOR & SAPURSTEIN, P.A.

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CHARLES KANTOR  
BERTHAM A. SAPURSTEIN  
BRUCE E. BLOCH

June 4, 1996

700001855347  
-06/07/96--01068--005  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Victoria Taylor & Associates, Inc.  
Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for Victoria Taylor & Associates, Inc., together with our check in the amount of \$122.50 for the filing of same, with the copy to be returned to our office for our records.

If there is any question or delay in transmitting these Articles back to us, kindly call the undersigned as soon as possible.

Very truly yours,

KANTOR & SAPURSTEIN, P.A.

BRUCE E. BLOCH  
For the Firm

BEB/tde  
Enclosure

BRUCE E. BLOCH GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Effective date  
DATE 6-10-96  
DOC. EXAM AK

AL JUN 10 1996

FILED

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUN -7 PM 3:54

**ARTICLES OF INCORPORATION  
OF  
VICTORIA TAYLOR & ASSOCIATES, INC.**

FILED

96 JUN -7 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Victoria Taylor & Associates, Inc..

**ARTICLE II - BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 1 day of June, 1996; provided that such day is allowable pursuant to Florida law for the commencement of corporate existence.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1000	\$1.00	Common

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or the 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 REGISTERED OFFICE AND AGENT**

The street address of the corporation's principal office and of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT  
Victoria E. Taylor

STREET ADDRESS OF  
PRINCIPAL/REGISTERED OFFICE  
12167 S.W. 131 Avenue  
Miami, Florida 33186

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have the below-named directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be the incorporators named below.

Victoria E. Taylor  
12107 S.W. 131 Avenue  
Miami, Florida 33186

## ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Victoria E. Taylor	12107 S.W. 131 Avenue Miami, Florida 33186

## ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

## ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation as of this 1 day of May, 1998.

Victoria E. Taylor  
Victoria E. Taylor

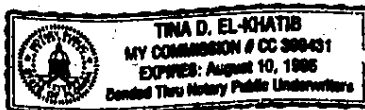
STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were executed and acknowledged before me this 1 day of May, 1998 by Victoria E. Taylor, as Incorporator.

Tina D. El-Khatib  
NOTARY PUBLIC, State of Florida

Personally known \_\_\_\_\_ OR Produced Identification X  
Type of Identification Produced International D.L. # TAYLO L162157 VE9TJ

My commission expires:



CERTIFICATE OF REGISTERED AGENT

FILED

96 JUN -7 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Victoria Taylor & Associates, Inc., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 1 day of May, 1996.

Victoria E. Taylor  
Victoria E. Taylor