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601 Brickell Key Drive
Suite 605
Miami, FL 33131
(305) 577-3902 FAX (305) 577-0800

2424 North Federal Highway
Suite 455
Boca Raton, FL 33431
(407) 394-0135 FAX (407) 394-0571

June 14, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: TAXPAYER FUND, INC.
Articles of Incorporation

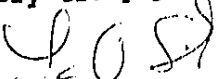
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Ladies and Gentlemen:

Enclosed please find two copies of the Articles of Incorporation of the above referenced corporation along with a check in the amount of \$122.50 as payment of the filing fee. The certified copy of the Articles of Incorporation should be returned to me at my Miami address.

If you have any questions regarding the above, please contact the undersigned.

Very truly yours,


LAWRENCE A. SAICHEK

LAS/lf
encl.

FILED
95 JUN 19 PM 1:36
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

**ARTICLES OF INCORPORATION
OF
TAXPAYER FUND, INC.**

26 JUN 19 11 13 AM

We, the undersigned, hereby associate together 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, liabilities, right, privileges and immunities of corporations.

ARTICLE I

The name of the Corporation shall be TAXPAYER FUND, Inc. Its business shall be carried out at its principal place of business, as set forth below, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Annotated 607, et. seq.

ARTICLE III

The maximum number of shares of this Corporation is authorized to have outstanding at any time shall be 100 shares of Common Stock at One (\$1.00).

ARTICLE IV

The Corporation shall begin business with a capital of One Hundred (\$100.00) Dollars, and the undersigned incorporator(s) do hereby state that there has already been paid into the Corporation, on behalf of the subscribers set forth herein, the sum of One Hundred (\$100.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation. Directors need not be stockholders.

ARTICLE VII

The principal place of business of this Corporation shall be located at: 601 Brickell Key Drive, Suite 601, Miami, Florida 33131 in Dade County, Florida. The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

The name(s) and post office address(es) of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successor(s) are elected and have qualified, are:

Thomas A. Dujanovic
601 Brickell Key Drive
Suite 601
Miami, Florida 33131

ARTICLE IX

The office to be held by the above named Director(s) are as follows:

Thomas A. Dujanovic
601 Brickell Key Drive
Suite 601
Miami, Florida 33131

ARTICLE X

The name(s) and address(es) of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each agree(s) to take is as follows:

Name	Address	Shares	Value
Thomas A. Dujanovic	601 Brickell Key Drive Suite 601 Miami, Florida 33131	95.00	\$95.00
Lawrence A. Saichek	601 Brickell Key Drive Suite 601 Miami, Florida 33131	<u>5.00</u> 100.00	<u>\$5.00</u> \$100.00

ARTICLE XI

The name and address of the initial registered agent is:

Thomas A. Dujanovic
601 Brickell Key Drive
Suite 601
Miami, Florida 33131

ARTICLE XII

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a Director or an Officer of the Corporation and each person who serves, at the request of the Corporation, as a Director or an Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being such Director or Officer or by reason of any action alleged to have been taken or omitted by him as such a Director or Officer. The Corporation shall reimburse such persons for all costs and legal and other expenses reasonably incurred by such Director or Officer in connection with any such claim or liability as to which it shall be adjudged that such Director or Officer is liable, to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

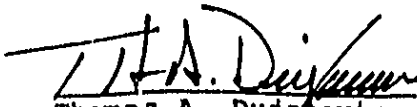
ARTICLE XIII

No contract or other transaction between this Corporation and any other firm or corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, provided that the fact that he/she is so interested shall be disclosed to the Board of Directors at any meeting of the Board at which action on any such contract, transaction or act shall be taken. The Director or Officer so interested may vote on such contract, transaction or act.

ARTICLE XIV

The provisions of these Articles of Incorporation and every Article hereof, and the By-Laws of this corporation, shall be considered part of every contract and transaction to which this corporation shall be a party. Every person, association, entity and/or corporation dealing with this Corporation is hereby charged with knowledge of this Corporation.

IN WITNESS WHEREOF we have hereunto set out our hands and seals this 14th day of June, 1996.


Thomas A. Dujanovic

State of Florida)
County Of Dade)

BEFORE ME, the undersigned authority, personally appeared Thomas A. Dujanovic to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation, and acknowledged, before me, that such Articles of Incorporation were executed and subscribed to for the purposes set forth therein.

WITNESS my hand and official seal at Dade County, Florida this ____ day of October, 1995.

Notary Public, State of Florida

Notary Name Printed

MY COMMISSION EXPIRES:

Personally Known _____ or Produced Identification _____

Type of Identification Produced: _____

DID take Oath _____ or DID NOT take oath _____

CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM SERVICE MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

FIRST, that TAX PAYER FUND Inc., a Florida corporation qualified to do business under the laws of the State of Florida, with its principal office at 601 Brickell Key Drive, Suite 601, Miami, Florida 33131, has appointed Thomas A. Dujanovic as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I heroby accept to act in this capacity, and agree to comply with the provisions of said act, relative to keeping open said office.

By:

Thomas A. Dujanovic
Registered Agent
601 Brickell Key Drive,
Suite 601
Miami, Florida 33131

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