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1201 HAYS STREET

800-142-8086



networks

PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 037927 130826A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 31, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 037927

CUSTOMER NO: 130826A

CUSTOMER: Mr. Allen A. Steinhorn
ALLEN STEINHORN & CO., INC.

Suite 603
1001 North U.S. Highway One
Jupiter, FL 33477

07/31/96 01:03:11 PM
*****70.75 *****70.75

DOMESTIC FILING

NAME: TALI MARKETING SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
56 JUL 31 PM 1:13

7/31/96

ARTICLES OF INCORPORATION
OF

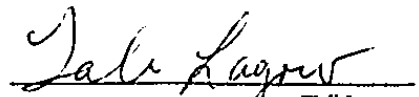
FILED
SECRETARY OF STATE
CORPORATIONS
96 JUL 31 PM 1:13

TALI MARKETING SERVICES, INC.

- FIRST: The name of this Corporation is Tali Marketing Services, Inc.
- SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value of one dollar per share.
- FOURTH: The Corporation's principle place of business is 353 S. U.S. Highway One, B101, Jupiter, FL 33477.
- FIFTH: The street address of the initial registered office of this Corporation is 353 S. U.S. Highway One, B101, Jupiter, FL 33477 and the initial registered agent of this Corporation at that address is Tali Lagow.
- SIXTH: This Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is Tali Lagow, 353 S. U.S. Highway One, B101, Jupiter, FL 33477.
- SEVENTH: The name and address of the incorporator of this Corporation is Tali Lagow, 353 S. U.S. Highway One, B101, Jupiter, FL 33477.
- EIGHTH: This Corporation shall indemnify, defend, and save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.
- NINTH: This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

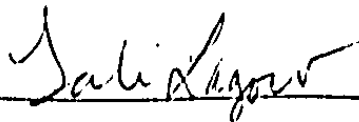
Incorporation this 30 day of July, 1996.


Tali Lagow

FILED
SECRETARY OF STATE
CENTRAL RECORDS DIVISION
96 JUL 31 PM 1:13

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, having been named to accept service of process for Tali Marketing Services, Inc. at the place designated in the certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.



Tali Lagew