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9/16/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
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NAME: TALLY INC.

AUDIT NUMBER.....H96000012896

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI, FL

SUBJECT: TALLY INC.
REF: W96000019648

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000012896
Letter Number: 996A00043208

H96000012896

96 SEP 19 10 13 AM
STATE OF FLORIDA

**Articles of Incorporation
of
Tally Management Corp.**

Article I. Name

The name of this Florida corporation is:
Tally Management Corp.

EFFECTIVE DATE
9-16-96

Article II. Address

The mailing address of the Corporation is:
Tally Management Corp.
1110 Madrid Street
Coral Gables FL 33134

Article III. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Juan M. Ortiz
1110 Madrid Street
Coral Gables FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Maria C. Ortiz
Juan M. Ortiz

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 16, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 11, 1996

Corporate Creations International Inc.

By: 
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0888

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Tally Management Corp.

REGISTERED AGENT:
Juan M. Ortiz
1110 Madrid Street
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Juan M. Ortiz

Date: 9/18/96

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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