

796000099875
BOND, SCHOENECK & KING, P.A.
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

BOND, SCHOENECK & KING, LLP
A REGISTERED LIMITED
LIABILITY PARTNERSHIP

ONE LINCOLN CENTER
SYRACUSE, NEW YORK 13202-1388
(315) 422-0121

111 WASHINGTON AVENUE
ALBANY, NEW YORK 12210-2280
(518) 482-7421

130 EAST SECOND STREET
OSWEGO, NEW YORK 13126-2600
(315) 343-9110

1600 COLLEGE BOULEVARD
SUITE 910
OVERLAND PARK, KANSAS 66210
(913) 345-6001

1200 NORTH FEDERAL HIGHWAY
SUITE 420
BOCA RATON, FLORIDA 33432-2647

TELEPHONES:
(561) 368-1212
(WEST PALM BEACH) (561) 732-3773
(FORT LAUDERDALE) (561) 427-2100
FAX (561) 331-0065

JAMES P. McDONALD*
ROBERT C. ZUNDEL, JR.*
ALAN B. ROSENTHAL**

TRACY H. FERGUSON**

BOND, SCHOENECK & KING, P.A.

1107 THIRD STREET SOUTH
NAPLES, FLORIDA 34102-7000
(813) 582-0012

DAVID N. SEXTON*
DAVID L. DAWSON*
D. FRED GARNER
WILLIAM M. BURKE*
JEAN A. RYAN*
DENNIS P. CRONIN

*ALSO ADMITTED IN NEW YORK
**ADMITTED IN NEW YORK ONLY

December 6, 1996

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

Re: The Tartan Group, Inc.

Dear Sir/Madam:

We enclose an original and one copy of Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return a certified copy to me in the return envelope provided. Also enclosed is our check in the amount of \$122.50 representing the filing fee.

Thank you.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By: *Betsy Courant*
Betsy Courant
Legal Assistant

/bc
encl.

cc: Mr. James G. Spencer

DEC 11 1996

BSB

ARTICLES OF INCORPORATION
of
THE TARTAN GROUP, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Corporation's name is THE TARTAN GROUP, INC.

ARTICLE II - PURPOSE

The Corporation's purpose is to engage in any lawful activity or business.

ARTICLE III - PRINCIPAL OFFICE

The Corporation's street and mailing address of its initial principal office is 1572 S.W. 6th Court, Boca Raton, Florida 33486.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of stock, with a par value of \$1.00 per share.


ARTICLE V - INITIAL OFFICE AND AGENT

The name and address of the Corporation's initial registered agent are James G. Spencer at 1572 S.W. 6th Court, Boca Raton, Florida 33486.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator are James G. Spencer, 1572 S.W. 6th Court, Boca Raton, Florida 33486.

Dated: December 6, 1996.


James G. Spencer
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

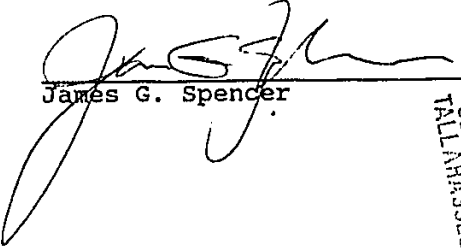
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is The Tartan Group, Inc.
2. The names and addresses of the registered agent and office is:

James G. Spencer
1572 S.W. 6th Court
Boca Raton, Florida 33486

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 6, 1996


James G. Spencer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA