

12 30 1997
P9700002025

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: Torbay Group Inc. INC.
(NAME OF CORPORATION)

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR Torbay Group Inc.
(NAME OF CORPORATION)

OUR CHECK IN THE AMOUNT OF \$122.50 INCLUDES THE FOLLOWING:

FILING FEE
CHARTER TAX
REGISTERED AGENT
CERTIFIED COPY TOTAL \$122.50

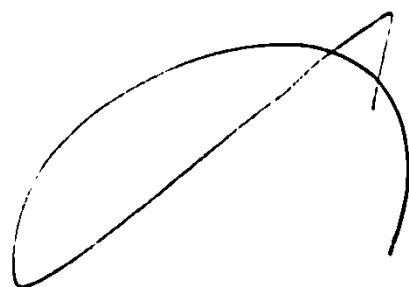
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RESPECTFULLY SUBMITTED,

Gayle Pomerantz
INDIVIDUAL'S NAME

Torbay Group Inc.
NAME OF CORPORATION

FILED
97 JAN -2 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA


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CERTIFICATE OF INCORPORATION

-of-

97 JAN -2 AM 9: 80
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

WE, THE UNDERSIGNED, hereby associate ourselves 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 said State of Florida.

ARTICLE I

The name of this Corporation shall be:

Torbay Group Inc

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1314 Adams St.

Hollywood FL 33015

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

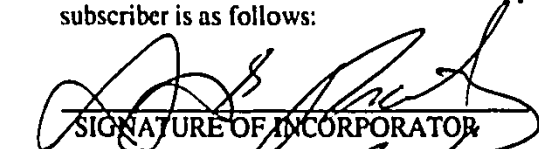

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

<u>Gayle Pomerantz</u>	<u>1314 Adams St.</u>
_____	<u>Hollywood FL. 33019</u>
_____	_____
_____	_____

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

 SIGNATURE OF INCORPORATOR	<u>1314 Adams St.</u>
	ADDRESS
 SIGNATURE	<u>Hollywood FL. 33019</u>
	ADDRESS

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed on record with the State.

Gayle Pomerantz

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

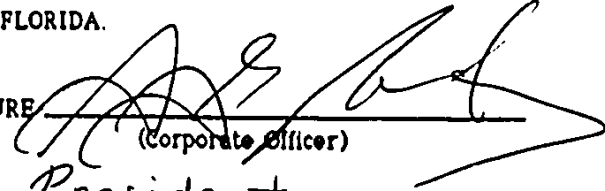
FIRST THAT Torbay Group Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 1314 Adams St. Hollywood FL.
(Address, City and State) 33015

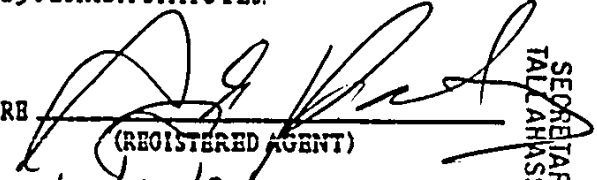
HAS NAMED Gayle Pomerantz
(Name of Registered Agent)

LOCATED AT 1314 Adams St.
(Must be street address and number of building)

CITY OF Hollywood STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)
TITLE President
DATE 12/30/56

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(REGISTERED AGENT)
DATE 12/30/56

97 JAN -2 AM 9:30
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA