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WILLIAM J. WALLACE

PARALEGAL:

KARYN LEE LETRICK

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*P97000006431*

January 13, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800002060308--2  
-01/16/97--01054-019  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation  
Taylor Consulting, Inc.

Dear Sir or Madam:

Enclosed please find the following: original and one copy of the Articles of Incorporation of Taylor Consulting, Inc. Also enclosed is a check in the amount of \$122.50 as payment of the filing fee for the Articles of Incorporation.

Please process accordingly.

Sincerely,

*Karyn Lee Letrick*

Karyn Lee Letrick  
Paralegal

/kll  
encs.

FILED  
97 JAN 16 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 23

BSB

ARTICLES OF INCORPORATION  
OF  
TAYLOR CONSULTING, INC.

FILED  
97 JAN 16 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of the corporation  
under the Florida General Corporation Act, adopts the following  
Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is: TAYLOR CONSULTING, INC.

ARTICLE II - INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be  
544 Ferguson Lane, West Palm Beach, FL 33415.

ARTICLE III - EXISTENCE

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose or purposes for which this corporation is  
organized are:

A. The general nature of the business to be transacted by  
this Corporation is to engage in any and all business permitted  
under the laws of the State of Florida.

B. To acquire by purchase, exchange, gift, bequest and  
subscription or otherwise, and to hold, own, mortgage, pledge,  
hypothecate, sell, assign, transfer, exchange, or otherwise dispose  
of or deal in its own corporate securities or stock or other  
securities, including without limitations, any shares of stock,  
bonds, debentures, notes, mortgages, or other instruments  
representing rights or interests therein or any property or assets

created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE V - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 200 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this

corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at the Shareholders meeting called for that purpose.

#### ARTICLE VII - SHAREHOLDERS' RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be

issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VIII - INITIAL REGISTERED AGENT

This corporation's initial registered agent is TERRELL T. TAYLOR, whose address is 544 Ferguson Lane, West Palm Beach, FL 33415.

#### ARTICLE IX - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of the Shareholders, or until successors are elected and qualify, is:

Terrell T. Taylor	544 Ferguson Lane West Palm Beach, FL 33415
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#### ARTICLE X - OFFICERS

Terrell T. Taylor	President, Treasurer
Robin F. Taylor	Vice President, Secretary

#### ARTICLE XI - INCORPORATORS

The name and address of the Incorporator is:

Terrell T. Taylor	544 Ferguson Lane West Palm Beach, FL 33415
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#### ARTICLE XII - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 9 day of January, 1997

  
Terrell T. Taylor, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged  
before me this 9 day of January, 1997, by Terrell T. Taylor.



"OFFICIAL SEAL"  
Victricia S. Grove  
My Commission Expires 5/15/2000  
Commission #CC 555069

  
NOTARY PUBLIC  
My Commission Expires: 5/15/2000

(Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The foregoing is submitted pursuant to Florida Statutes  
Section 48.091(1) and Section 607.034:

TAYLOR CONSULTING, INC., desiring to organize under the laws  
of the State of Florida being in the County of Palm Beach, has  
named Terrell T. Taylor, whose address is 544 Ferguson Lane, West  
Palm Beach, FL 33415, as its initial registered agent to accept  
service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of  
process for the above referenced corporation, at the above listed  
office within this State, I hereby accept to act in this capacity  
and agree to comply with the provisions of said Statute relative to  
keeping the registered office of the corporation open from 10:00  
a.m. to noon each day, except Saturdays, Sundays, and legal  
holidays, and to post therein a sign designating the name of the  
corporation and the name of its registered agent.

Dated this 2 day of January, 1997.

  
Terrell T. Taylor

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acknowledgement was made before me this 2  
day of January, 1997, by Terrell T. Taylor.



"OFFICIAL SEAL"  
Victoria S. Grove  
My Commission Expires 5/15/2000  
Commission #CC 555069

  
NOTARY PUBLIC

My Commission Expires: 5/15/2000

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97 JUN 16 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA