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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: TALBOT AND ASSOCATES, INC.

AUDIT NUMBER.....H97000003307

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

February 26, 1997

EMPIRE

SUBJECT: TALBOT AND ASSOCIATES, INC.

REF: W97000004574

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CONFLICTS WITH TALBOT AND ASSOCIATES, P.A., P94000051197, FILED 07/11/94, MIAMI, FL

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ARTICLES OF INCORPORATION
OF
T.M. TALBOT INC.

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ARTICLE I - NAME

The name of this Corporation is T.M. TALBOT INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is 10270 SW 144 Place,
Miami, FL 33186.

The name of the initial Registered Agent of this
Corporation is Thomas M. Talbot.

Michael K. Fish, C.P.A., P.A.
7700 North Kendall Drive
Suite 505
Miami, FL 33158

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(305) 279-8484

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director.
The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Thomas M. Talbot
10270 S.W. 144th Place
Miami, Florida 33186

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Thomas M. Talbot
10270 S.W. 144th Place
Miami, Florida 33186

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

Mehdi K. Fish, C.F.A., F.A.
1700 North Kendall Drive
Suite 508
Miami, FL 33156

5127-8484

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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of FEB. 1997.

Thomas M. Talbot.
Thomas M. Talbot

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 25 day of FEB. 1997.

Thomas M. Talbot.
Thomas M. Talbot
Registered Agent

Michael K. Ficht, C.F.A., P.A.
7700 North Kendall Drive
Suite 605
Miami, Fl. 33156

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