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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TAYCO, CORPROATION

AUDIT NUMBER.....H97000003983

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

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Correction

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 10, 1997

EMPIRE

SUBJECT: TAYCO, CORPORATION  
REF: W97000005494

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
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FAX Aud. #: H97000003983  
Letter Number: 997A00011987

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Articles of Incorporation  
of  
TAYCO, CORPORATION

I, the undersigned subscriber to these Articles of Incorporation, a natural person to make contracts, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida.

Article I

The name of the Corporation shall be Tayco, Corporation

Article II

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The Corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporation may make and enter into all contracts necessary and proper for the conduct of its business

Article III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, par value of One (\$1.00) Dollar each.

Article IV

The amount of capital with which the Corporation will begin business is Five Hundred (\$500.00) Dollars.

Article V

The Corporation is to exist perpetually.

Prepared by:  
Ellen Dec Silvers, P.A.  
1875 N.E. 191<sup>st</sup> Street, Suite 829  
Aventura, Florida 33180  
305-931-7112 Fla. Bar # 928438

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#### Article VI

The initial post office address of the principal office of the Corporation in the State of Florida and its registered office in the State of Florida is:

19452 N.E. 26<sup>th</sup> Avenue  
North Miami Beach, Florida 33180

The board of directors may from time to time move the principle office to any other address in the State of Florida.

#### Article VII

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1); and subject to such minimum may be increased from time to time by amendment of the By-Laws in a manner not prohibited by law.

#### Article VIII

The names and street addresses of the members of the first Board of Directors and the first officers of the Corporation are:

<i>Name</i>	<i>Title</i>	<i>Address</i>
Clive Uston	President Director	19452 N.E. 26 <sup>th</sup> Avenue North Miami Beach, Florida 33180

#### Article IX

The names and addresses of each person signing the Articles of Incorporation as a subscriber, and the number of shares of stock each agrees to take, and the value of the consideration therefore are:

Clive Uston	1000 shares of stock for \$1,000
19452 N.E. 26 <sup>th</sup> Avenue	
North Miami Beach, Florida 33180	

#### Article X

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his

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No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### Article XI

At the election of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

#### Article XII

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a director or officer of, such other corporation, and any directors, individually or jointly, may be a part to, or may be interested in, any contract or transaction of the Corporation with any person, firm or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association, or corporation in which he may be in any way interested.

#### Article XIII

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

#### Article XIV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to the reservation.

#### Article XV

The Designated Registered Agent is:  
Clive Uston  
19452 N.E. 26<sup>th</sup> Avenue  
North Miami Beach, Florida 33180

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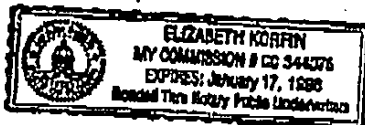
IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 19<sup>th</sup> day of February, 1997.

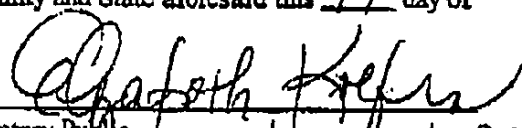
  
CLIVE USTON  
Director and Registered Agent

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, an officer duly authorized to take oaths and acknowledgments, personally appeared, CLIVE USTON, who is personally known to me to be the person signing the foregoing Articles of Incorporation and who did take and oath and executed the foregoing Articles of Incorporation for the purposes contained therein.

WITNESS my hand and official seal in the County and State aforesaid this 19 day of February, 1997.



  
Notary Public  
Print Name: ELIZABETH KERFIN

My Commission Expires:


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DESIGNATION OF REGISTERED AGENT FOR TAYCO, CORPORATION

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 of 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.

  
CLIVE USTON  
19452 N.E. 26<sup>th</sup> Avenue  
North Miami Beach, Florida 33180

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