

P9700034758

COURTHOUSE SQUARE BUILDING
200 SOUTHEAST 6TH STREET, SUITE 504
FORT LAUDERDALE, FLORIDA 33301

RECEIVED
97 APR 17 PM 3:42
DIVISION OF CORPORATION

TELEPHONE (954) 525-5707
FAX (954) 767-8167

April 14, 1997

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

Re: TAFLACO INTERNATIONAL, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

| | |
|----------------------|----------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | 35.00 |
| Total | \$122.50 |

SE5002147266--1
-04/18/97--01001--006
****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Maria Lescano

MARIA LESCANO

WRN/dlv
enclosure

*will
wait*

FILED
97 APR 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 4/17/97

ARTICLES OF INCORPORATION

OF

TAFLACO INTERNATIONAL, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is TAFLACO INTERNATIONAL, INC.

2. PRINCIPAL OFFICE/MAILING ADDRESS: The principal office of the corporation is 1616 N.E. 6th Street, Fort Lauderdale, FL 33304. The mailing address of the corporation is the same.

3. SHARES: The number of shares the corporation is authorized to issue is 1000 shares.

4. VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding stock.

5. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

6. INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent and office of this corporation is:

MARIA LESCANO, ESQUIRE
200 S.E. 6th Street, Suite 504
Fort Lauderdale, FL 33301

7. INCORPORATORS: The name and address of the Incorporator is:

DANIEL D. REYNOLDS
1616 N.E. 6th STREET
Fort Lauderdale, FL 33304

FILED
97 APR 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. INITIAL DIRECTORS: This corporation shall have one director initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director is:

DANIEL D. REYNOLDS
1616 N.E. 6th Street
Fort Lauderdale, FL 33304

9. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

10. DURATION: The period of its duration is perpetual.

11. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference, telephone or similar communications equipment as provided by law.

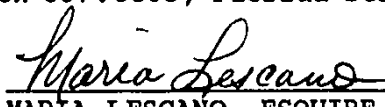
12. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

13. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of April, 1997.


DANIEL D. REYNOLDS, Incorporator

Having been named as registered agent for the above-stated corporation, 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 607.0505, Florida Statutes 1989.


MARIA LESCANO, ESQUIRE
Registered Agent

97 APR 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
COUNTY OF BROWARD) s.s.:

BEFORE ME, the undersigned authority, personally appeared
DANIEL D. REYNOLDS to me known to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged to and
before me that he executed such instrument.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of April, 1997.

Cheri L. Garbark

Notary Public, State of Florida
My Commission Expires:



FILED
97 APR 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA