

1742 Willa Circle Winter Park, Florida 32792

Tel.: (407) 281-6197

May 2, 1997

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

RE: Transmittal Letter
Filing for a Profit Corporation

Dear Sir or Madam,

Enclosed you will find an <u>original</u> and a <u>copy</u> of the Articles of Incorporation—for THE TOLLIVER GROUP, INC., along with a check for the amount of \$122.50, composed of the following:

Filing Fees \$35.00
Registered Agent Designation \$35.00
Certified Copy of Articles \$52.50

Thank you for processing this submission as soon as possible.

Sincerely,

Melvin D. Tolliver

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ARTICLES OF INCORPORATION OF THE TOLLIVER GROUP, INC.

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The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act pursuant to the provisions of section 607.0202, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Addresses:

The name of this corporation is THE TOLLIVER GROUP, INC., and its initial place of business and mailing address to be located at: 1742 Willa Circle, Winter Park, Florida 32792.

ARTICLE II

Purpose:

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

ARTICLE III

Capital Stock:

The corporation is hereby authorized to issue One Thousand (1,000) shares, all of one class, at One Dollar (\$1.00) par value.

ARTICLE IV

Initial Registered Agent:

The Name and address of the initial registered agent is Melvin D. Tolliver, 1742 Willa Circle, Milter Florida 32792.

ARTICLE V

Initial Directors and officers:

The sole individual constituting the initial Board of Directors, whose name and address is as follows:

DIRECTOR:

Melvin D. Tolliver

OFFICERS of said corporation are:

PRESIDENT:

VICE- PRESIDENT:

TREASURER: SECRETARY:

Mclvin D. Tolliver

Teresa A. Tolliver

Melvin D. Tolliver

Teresa A. Tolliver

Address for Melvin D. Tolliver and Teresa A. Tolliver is: 1742 Willa Circle, Winter Park, Florida 32792

ARTICLE VI

Amendment of Articles:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 25 day of May 1997.

Melvin D. Tolliver

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared MELVIN D. TOLLIVER, to me known by the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed the same for the purposes expressed therein.

SWORN AND SUBSCRIBED to before me this 15"day of May, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

NOTARY &

LUTHER MOORE, JR.
My Comm Exp. 10/23/99
Bonded By Service Ins
No. CC504537

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

Pursuant to the provisions of sections 607.0501 and 607.0504, respectively, Florida Statutes, the following is submitted:

That THE TOLLIVER GROUP, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business located at:

1742 Willa Circle, Winter Park, Florida 32792

has named Melvin D. Tolliver, 1742 Willa Circle Florida 32792, as its agent to accept service of process within Florida.

Signature: Melvin D. Tolliver

Title: President/Incorporator

Dated: 15 MAY 97

Having been named to accept service of process for the above stated 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.

Signature:

Melvin D. Tolliver

Dated: 15MAY 97

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STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Melvin D. Tolliver, to me well known, who after being duly cautioned upon her oath deposes and states that she has executed the foregoing instrument for the purposes contained herein.

SUBSCRIBED AND SWORN to before me this (5 day of May 1997.

OTARY PUBLIC, STATE OF FLORIDA

NOTABY WOTABY PUBLIC

LUTHER MOORE, JR. My Comm Exp. 10/23/99 Bonded By Service Ins No. CC504537