

Richard O. Jones, J.D., F.T.M.
Master of Arts in Taxation
Certified Financial Planner

P97000045/00

May 13, 1997

CERTIFIED MAIL

Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL 32304

300002183713-0
-05/19/97-01157-011
***122.50 ***122.50

RE: TAX TALK, INC.

EFFECTIVE DATE
5-13-97

Dear Sir:

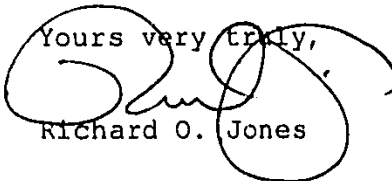

I enclose original and one duplicate copy of the Articles of Incorporation of the proposed corporation, TAX TALK, INC. Please note that Article VII designates agent to accept service of process and that there is an acceptance on the last page of the Articles. The duplicate has been subscribed and acknowledged in the same manner as the original. Also, please note that the corporation is to have a perpetual existence.

I am enclosing our office account check payable to your order in the amount of \$122.50 to cover the following:

- | | |
|---------------------------------|--------------|
| 1. Filing Fee | \$ 35.00 |
| 2. Certified Copy | 52.50 |
| 3. Registered Agent Designation | <u>35.00</u> |
| | \$ 122.50 |

FILED
97 MAY 19 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please endorse your approval of the Articles of Incorporation on the duplicate, certify and return to our office.

Yours very truly,

Richard O. Jones


ROJ:dc

ARTICLES OF INCORPORATION
OF
TAX TALK, INC.

FILED
MAY 19 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE
5-13-97

ARTICLE I - NAME

The name of this corporation is: TAX TALK, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be upon the execution and acknowledgment of this instrument by the undersigned subscriber.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To buy, sell, own, hold and operate real and personal property of all kinds.

To carry on a general teaching, advisory, education and

publishing business relating to taxes and tax planning of all kinds and descriptions, domestic and foreign, and related to investments and the accumulation of wealth by individuals, businesses and entities of all types and descriptions, wheresoever located.

To maintain executive and operating personnel for the purpose of publishing letters, books, seminars, audio and/or video tapes, and the use of any other medium of communication for conveying information to others on any subject deemed appropriate in its sole discretion, and to carry out said publication in any manner deemed appropriate.

To carry on a general investment and management consultant and advisory business relating to investments and the operation of business, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plans, properties and investments. To buy and sell projects and

developments on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership or individual for the management, conduct, operation and supervision of all kinds of investments and businesses. To advertise, promote, merchandise and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities;

and generally to exploit the services and objects of the Corporation by all lawful means.

To carry on, in its own behalf and in behalf of others, whether as agent, consultants, adviser, independent contractors or otherwise, a general investment and management advisory business relating to investments and the operation of business, plans, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as an investment advisory and management service corporation to any corporation organized or serving as an investment company within the meaning of the Investment Company Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws; and also to maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plans, properties and investments. To buy and sell on its own behalf and on behalf of

others in connection with the operation, management and development of individual and corporate business, projects and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agent for others.

To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription,

underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in and act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist in any legal matter, by guaranty or otherwise, the purchase, sale or distribution of any such securities.

To engage in the business of the accumulation, borrowing and lending of money by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various lenders or other sources upon such security as may be agreed upon between the corporation and such lenders or borrowers, and by re-lending in like manner the funds arising from such loans when paid.

To purchase, or in any way acquire for investment or for sale or otherwise, any business, assets of a business, contracts for the purchase or sale of any business or the assets thereof, and any other property of any kind or any interest therein, whether such is a going concern or not, and as the consideration for same to pay cash

or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon any business or the assets thereof in connection with the acquisition of such or continuing operation of the same, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise and to enter into contracts to buy or sell any property, real or personal; to act as a consulting firm and provide managerial skills and expertise to any business, whether owned by the corporation or not; to render advice and assistance on any subject which, in the opinion of the Board of Directors of the corporation, the corporation and its personnel are qualified to render, and to receive compensation for or pay for the same in cash, stock or bonds or otherwise.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association,

fraternal benefit society, state fair or exposition.

To conduct business in, and have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required.

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, condominiums, improvements and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage,

trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, reissue and otherwise deal in its own capital stock, bonds, debentures and other forms or evidence of indebtedness and those of other persons, firms and corporations.

To engage in any and every other business, occupation and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Florida, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Florida, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and generally to do any and all such acts as may be necessary, proper or convenient in carrying out or accomplishing the general purposes for which said corporation is formed.

Without in anywise limiting the generality of the foregoing, to purchase, sell or otherwise deal in any manner whatsoever in any and all other property of any nature whatsoever customarily incident to or connected with any of the foregoing.

To have, exercise and enjoy all of the powers, general and special, of like corporations as now or hereafter may be provided by law, and to do and perform all such other acts and things as may be necessary, profitable or expedient in carrying on any of the business

or acts above named or any business or acts auxiliary thereto or connected therewith.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the purposes or objects herein enumerated which shall at any time appear conducive or expedient for the protection or benefit of this corporation either as holders or interested in any property, and in general to carry on any business, it being the intention that the objects, purposes and powers specified and the clauses contained in this Article of this instrument shall be in no way limited or restricted by reference to or inference from the terms of this or any other Article or paragraph of this instrument, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One and No/100 (\$1.00) each par value common stock and shall commence business with 7,500 shares fully paid and nonassessable issued.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PLACE OF BUSINESS

The initial post office address of the principal office of this corporation in the State of Florida is 1250 W. Eau Gallie Boulevard, Suite K, Melbourne, Florida 32935. The corporation may maintain such other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1250 W. Eau Gallie Blvd. - Suite J, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is RICHARD O. JONES.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

| NAME | ADDRESS |
|------------------|--|
| RICHARD O. JONES | 1250 W. Eau Gallie Blvd. - Suite J, Melbourne, Florida 32935 |

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation, the number of shares of stock he has subscribed for and the value of the consideration therefor are:

| NAME | ADDRESS | # OF SHARES | CONSIDERATION |
|------------------|--|-------------|---------------|
| RICHARD O. JONES | 1250 W. Eau Gallie Blvd. - Suite J, Melbourne, Florida 32935 | 1,000 | \$1,000.00 |

ARTICLE X - BY-LAWS

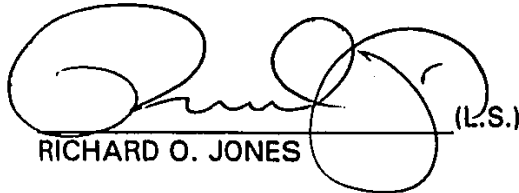
The power to adopt, alter, amend or repeal By-Laws shall be reserved to the Board of Directors.

ARTICLE XI - OFFICERS

The sole officer of this corporation shall be: RICHARD O.

JONES, President, Secretary and Treasurer, and said sole officer shall hold office until his successors are chosen by the Board of Directors and qualify.

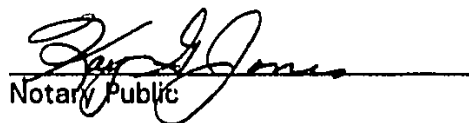
IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal on this the 13th day of May, 1997.

 (L.S.)
RICHARD O. JONES

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD O. JONES, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that being informed of the contents therein, he subscribed to these Articles of Incorporation voluntarily on the date the same bears date.

WITNESS my hand and official seal in the County and State named above this 13th day of May, 1997.


Notary Public



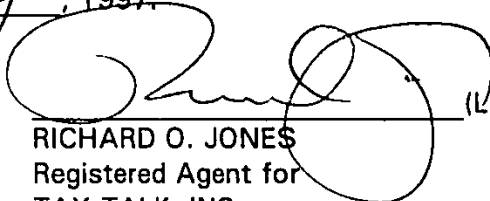
Kay G Jones
My Commission CC013609
Expires February 0, 2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named in Article VII to accept service of process upon TAX TALK, INC. at the place designated in the foregoing Articles of Incorporation, does hereby accept to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 1250 W. Eau Gallie Blvd., Suite J, Melbourne, Florida 32935.

IN WITNESS WHEREOF, the name and seal of said registered agent is hereby affixed at Melbourne, Brevard County, Florida, this 13th day of May, 1997.



(L.S.)
RICHARD O. JONES
Registered Agent for
TAX TALK, INC.

Subscribed and sworn to before me
this 13th day of May, 1997.



Notary Public



Kay G. Jones
My Commission CC613600
Expires February 9, 2001

FILED
97 MAY 19 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA