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CHUCK MOGBO, P.A.

Certified Public Accountant

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Lauderhill, Florida 33313

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June 23, 1997

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

ATTENTION: KAREN BEYER

Dear Sirs,

RE: TALANTON, INC.

Enclosed are Articles of Incorporation for the captioned company, and we ask that you process same and return to us as soon as possible.

If you need additional information, please call me at (954) 739-4669.

Respectfully Yours,

Chuck Mogbo, P.A.

Chuck Mogbo, P.A.

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FILED
97 JUN 25 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. B. REGISTER JUN 25 1997

**ARTICLES OF INCORPORATION
OF**

TALANTON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: TALANTON, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

55 N.E. 212TH STREET
MIAMI, FL 33179

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 SHARES HAVING A PAR VALUE OF ONE DOLLAR
(\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID
FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE
BOARD OF DIRECTORS.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHUCK MOGBO, P.A.
2331 N. STATE ROAD 7
SUITE 124
LAUDERHILL, FL 33313
TEL: (954) 739-4669

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

CYNTHIA RIDER
55 N.E. 212TH STREET
MIAMI, FL 33179

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23rd day of JUNE, 1997.

Cynthia Rider
Signature

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared the subscriber(s), who after first being duly sworn, executed the forgoing certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county and state, this 23rd day of June, 1997.

Ann Marie Bailey
NOTARY PUBLIC State of Florida
at Large

My commission expires:



ARTICLE VI - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - OFFICERS

The name(s) and post office address(es) of the members of the Board of Directors and officer(s) who shall hold office for the corporation is (are) as follows:

CYNTHIA RIDER/PRESIDENT
55 N.E. 212TH STREET
MIAMI, FL 33179

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TALANTON, INC.

2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.
SUITE 124
2331 N. STATE ROAD 7
LAUDERHILL, FL 33313
TEL: (954) 739-4669

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____


CHUCK MOGBO, PRESIDENT

DATE: _____

6/23/97