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GEORGE G. ROMAN, E A  
ACCOUNTING & TAX SERVICE

306 E. Waters Avenue  
Tampa, Florida 33604

(813) 932-9855

August 29, 1997

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-09/02/97--01097--013  
\*\*\*\*122.50 \*\*\*\*122.50


Secretary of State  
Capitol Building  
P.O. Box 6327  
Tallahassee, Fl. 32314

Dear Sir:

Enclosed you will find the Articles of Incorporation in the name of Taylor & Associates Services, Inc. which I request to be filed. I am also enclosing a check in the amount of \$122.50 made out to the Secretary of State. This amount is broken down for a filing fee of \$35.00, a registration fee of \$35.00 and \$52.50 for a certified copy of the charter from your office.

I would appreciate your office processing this charter at your earliest convenience.

Respectfully,

  
George G. Roman, EA

FILED  
97 SEP -2 AM 10:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
9/29/97

ARTICLES OF INCORPORATION  
OF  
TAYLOR & ASSOCIATES SERVICES, INC.

I, the undersigned hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I NAME

The name of the corporation shall be  
TAYLOR & ASSOCIATES SERVICES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III PURPOSE

The corporation may emerge in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV CAPITAL STOCK

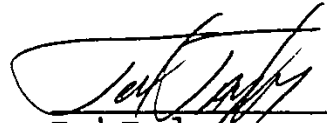
This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V CAPITAL

The amount of capital with which the corporation will begin business shall be \$1,000.00.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial/principal registered office of this corporation is 6736 Twelve Oaks Blvd., Tampa, Florida 33634. The name of the registered agent of this corporation at that address is Ted Taylor. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
Ted Taylor

ARTICLE VII

This corporation shall have two directors, initially. The number of directors may be increased from time to time by a majority vote the stockholders, but shall never be less than two.

ARTICLE VIII

The names and street addresses of the member of the first Board of Directors are:

Ted Taylor  
6737 Twelve Oaks Blvd.  
Tampa, Florida, 33634

Yoho N. Hall  
3102 Espanol Lane Apt 102  
Tampa, Florida 33629-8138

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#### ARTICLE IX INCORPORATORS

The name and address of the initial subscribers signing these articles is:

Ted Taylor

6736 Twelve Oaks Blvd  
Tampa, Florida 33634

#### ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

Ted Taylor

1000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation. The price and terms at which, and the times within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may

ARTICLE XIII AMENDMENT

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 shareholder is subject to this reservation.

ARTICLE XIV TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation on this 29th day of August 1997.

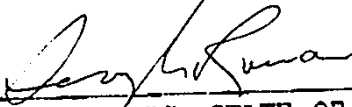
  
Ted Taylor, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Ted Taylor, who,  
being first duly sworn, deposes and says that he is the  
individual described in and who executed the foregoing Articles  
of Incorporation and acknowledge before me that he executed the  
same for the purpose therein expressed.

WITNESS my hand and official seal in the County and  
State named above this 29th day of August 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

Notary name printed:

George G. Roman

Commission # CC422358