

BLACK, CROTTY, SIMS, HUBKA,
BURNETT, BIRCH AND SAMUELS, L.L.P.

DAVID L. BLACK
(1900-1974)
MARVIN SAMUELS
(1953-1988)

E. WILLIAM CROTTY
G. LARRY SIMS
HAROLD C. HUBKA
RANDOM R. BURNETT
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T.K. WETHERELL*
(*Not an Attorney)

December 22, 1997

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: TAYLOR CONSULTING GROUP, INC.

Dear Sir:

Enclosed please find two copies of the Articles of Incorporation of the corporation referenced above. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing the same. Please furnish a certified copy of the Articles to me. If you have any questions, please let me know. Thank you for your prompt attention to this matter.

Very truly yours,

Laura F. Buckley
Laura F. Buckley, Secretary
to G. Larry Sims, Esquire

/lfb
Enc.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 3:28

RP
12-26-97

ARTICLES OF INCORPORATION

OF

TAYLOR CONSULTING GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 3:28

THE UNDERSIGNED INCORPORATOR hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

TAYLOR CONSULTING GROUP, INC.

and it shall hereinafter be referred to as the "corporation".

ARTICLE II

The time and date of which corporate existence of this corporation shall begin is upon filing with the Secretary of State for the State of Florida, and this corporation shall have a continuous and perpetual existence thereafter.

ARTICLE III

The general purpose for which the corporation is initially organized is to transact any and all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is: 100. These shares shall consist of one class only, and such class shall be known as "common stock" of the corporation. Each share shall have a par value of One

Dollar (\$1.00) per share. The initial capital of the corporation shall be \$100.00.

ARTICLE V

The street address and mailing address of the initial registered office of the corporation shall be: 129 Oak Lane, Ormond Beach, Florida 32176. The name of the initial registered agent shall be: DONALD C. TAYLOR. To signify the acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles as required by law.

ARTICLE VI

The number of directors who shall constitute the initial Board of Directors of the corporation shall be one (1), however the number of directors may be increased to more than one (1), but not more than five (5). The name and street address of the person who is to serve as the member of the initial Board of Directors and Officers of the corporation is:

DONALD C. TAYLOR - PRESIDENT/DIRECTOR
129 OAK LANE
ORMOND BEACH, FLORIDA 32174-2633

ARTICLE VII

The name and street address of the incorporator of the corporation is as follows:

DONALD C. TAYLOR
129 OAK LANE
ORMOND BEACH, FLORIDA 32174-2633

ARTICLE VIII

The mailing address of the corporation shall be 129 Oak Lane, Ormond Beach, Florida 32174-2633.

IN WITNESS WHEREOF, the undersigned incorporator, who is a natural person who is competent to contract under the laws of the State of Florida, by these presents does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

TAYLOR CONSULTING GROUP, INC.

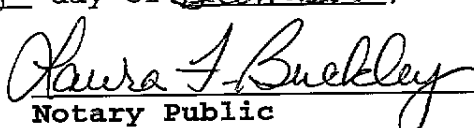
and he requests that the Department of State file these Articles of Incorporation as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; and accordingly the undersigned incorporator does hereby set his hand and seal at Daytona Beach, Volusia County, Florida, this 18th day of December, 1997.

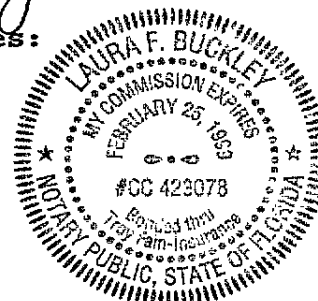
I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID CORPORATION


Donald C. Taylor, Incorporator,
Director and Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of **TAYLOR CONSULTING GROUP, INC.**, were acknowledged before me by **DONALD C. TAYLOR**, personally known to me to be the Incorporator, Director and Registered Agent this 18th day of December, 1997.


Notary Public
My Commission Expires:



97 DEC 24 PM 3:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS