



THE UNITED STATES  
CORPORATION  
COMPANY

P98000005759

ACCOUNT NO. : 072100000032

REFERENCE : 674345 81740A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 20, 1998

ORDER TIME : 9:57 AM

ORDER NO. : 674345-005

CUSTOMER NO: 81740A

CUSTOMER: Roger L. Shaffer, Jr.  
ROGER L. SHAFFER, ESQ

Suite 270  
2500 N. Military Trail  
Boca Raton, FL 33431

400002404524-3

-01/20/98--01046--003

\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: TAYLOR FINANCIAL CONSULTING,  
INC.

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:34

RECEIVED  
98 JAN 20 AM 10:54  
DIVISION OF CORPORATIONS  
1/20/98

**ARTICLES OF INCORPORATION**  
**OF**  
**TAYLOR FINANCIAL CONSULTING, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:34

**ARTICLE I: NAME**

The name of this corporation is **TAYLOR FINANCIAL CONSULTING, INC.** The mailing address of the corporation is 3463 N.W. 47th Avenue, Coconut Creek, Florida 33063.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares".

**ARTICLE V: PRE-EMPTIVE RIGHTS**

Every share holder, 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either 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 directors of this corporation are:

Jose Anibal Santiago  
3463 N.W. 47th Avenue  
Coconut Creek, FL 33063

Liran Marelli  
3463 N.W. 47th Avenue  
Coconut Creek, FL 33063

Michele M. Taylor  
3463 N.W. 47th Avenue  
Coconut Creek, FL 33063

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is:

Roger L. Shaffer, Jr.  
2201 Corporate Boulevard, Suite 105  
Boca Raton, FL 33431

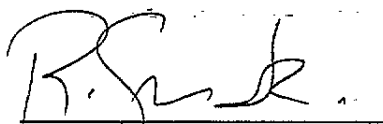
#### **ARTICLE IX: INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

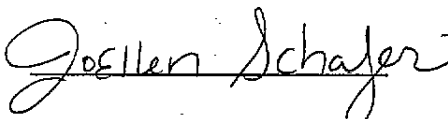
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of January, 1998.

  
Roger L. Shaffer, Jr.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roger L. Shaffer, Jr., who is personally known to me to be the person described in, or who produced as identification driver license, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 19<sup>th</sup> day of January, 1998.

  
Notary Public State of Florida

My Commission Expires:



JOELLEN SCHAFER  
My Commission CC395493  
Expires Sep. 08, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:34

### REGISTERED AGENT CERTIFICATE


In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **TAYLOR FINANCIAL CONSULTING, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Roger L. Shaffer, Jr., 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Roger L. Shaffer, Jr.  
Incorporator

Dated: 1/19/98

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.

  
\_\_\_\_\_  
Roger L. Shaffer, Jr.  
Registered Agent  
Dated: 1/19/98