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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GO
CONTACT: GAIL W WATKINS
PHONE: (941)366-6660

ACCT#: 076077003322

FAX #: (941)366-3999

NAME: TROIKA OF TAMPA BAY, INC.

AUDIT NUMBER.....H98000003707

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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S. McKnight FEB 24 1998

This instrument prepared by:
Mark Hildreth, Esq.
Abel, Band, et al.
P O Box 49948
Sarasota, FL 34230-6948
Florida Bar No. 454893
Tele 941/366-6660

Audit No. H98000003707 0

ARTICLES OF INCORPORATION
OF

TROIKA OF TAMPA BAY, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

TROIKA OF TAMPA BAY, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 750 Starkey Road, Largo, Florida 34640.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 750 Starkey road, Largo, Florida 34640 and the registered agent at such office is Michael J. Moses, II.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Michael J. Moses, II

750 Starkey Road
Largo, Florida 34640

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

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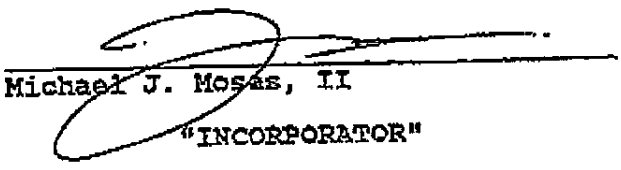
ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Michael J. Moses, II

750 Starkey Road
Largo, FL 34640

The undersigned has executed these Articles this 23 day of February, 1998.


Michael J. Moses, II

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for TROIKA OF TAMPA BAY, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and 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 obligations of my position as Registered Agent.

2/23/98
Date


Michael J. Moses, II,
Registered Agent

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