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BRUCE M. SMITH
ATTORNEY AT LAW

POST OFFICE BOX 450
GAINESVILLE, FLORIDA 32602
(352) 377-5085
FAX (352) 375-3215

March 10, 1998

Division of Corporation
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation/Talents Investment, Inc.

Dear Sir or Madam:

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-03/11/98--01040--003
*****122.50 *****122.50

My firm has been retained to form a profit corporation named Talents Investments, Inc. Please find enclosed the Articles of Incorporation, money number 940599308 in the amount of \$122.50 made payable to the Secretary of State for the filing fee and a certified copy of the articles of incorporation.

Please return the certified copy of the articles of Incorporation to: c/o Bruce M. Smith, Esquire, Post Office Box 450, Gainesville, Florida 32602.

If you have any questions, concerns or need additional information with regard to this matter, please feel free to contact me at (352) 377-5085. Thank you.

Sincerely yours,

Bruce M. Smith

Bruce M. Smith

BMS/es

Enclosures as noted above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 17 PM 1:55

~~1198-5543~~

3-17-98
WS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1998

BRUCE M. SMITH, ESQ.
P. O. BOX 450
GAINESVILLE, FL 32602

SUBJECT: TALENTS INVESTMENTS, INC.
Ref. Number: W98000005543

We have received your document for TALENTS INVESTMENTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 698A00013545

ARTICLES OF INCORPORATION
OF
TALENTS INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 17 PM 1:55

The undersigned incorporators hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

TALENTS INVESTMENTS, INC.

The address of the principal office of this corporation shall be 2100 N. W. 21st Street, Gainesville, Florida 32605, and the mailing address of the corporation shall be the same.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 2100 N. W. 21st Street, Gainesville, Florida 32605, and the name of the initial registered agent of the corporation at that address is Thomas A. Wright.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation and By-Laws. This corporation shall have seven (7) directors, initially.

Thomas A. Wright
Dir.

2100 N. W. 21st Street
Gainesville, Florida 32605

Ruth S. Brown
Dir.

3322 N.W. 39th Terrace
Gainesville, Florida 32606

Dr. Lemuel Moore
Dir.

Post Office Box 490-D-30
Gainesville, Florida 32601

Edward Jennings, Jr.
Dir.

1003 N. E. 23rd Street
Gainesville, Florida 32641

Andrew Mickle
Dir.

1645 S. E. 14th Avenue
Gainesville, Florida 32641

Dr. Hart Stringfellow
Dir.

1515 N. W. 18th Street
Gainesville, Florida 32605

Edward Niblack
Dir.

1680 S. E. 32nd Street
Gainesville, Florida 32601

ARTICLE VII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

Thomas A. Wright
President

Ruth S. Brown
Vice President

Joan Williams
Secretary

Hart Stringfellow
Treasurer

ARTICLE VIII

The corporation elects to have preemptive rights.

ARTICLE IX

It is the intent of the Incorporators that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as a S corporation.

ARTICLE X

The names and street addresses of the incorporators to these Articles of Incorporation are:

Thomas A. Wright	2100 N. W. 21st Street Gainesville, Florida 32605
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Ruth S. Brown	3322 N. W. 39th Terrace Gainesville, Florida 32606
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Lemuel Moore	Post Office Box 490-D-30 Gainesville, Florida 32601
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Edward Jennings, Jr.	1003 N. E. 23rd Street Gainesville, Florida 32641
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Andrew Mickle

1645 S. E. 14th Avenue
Gainesville, Florida 32641

Hart Stringfellow

1515 N. W. 18th Street
Gainesville, Florida 32605

Edward Niblack

1680 S. E. 32nd Street
Gainesville, Florida 32601


ARTICLE XI

Amendments to the Articles of Incorporation or By-laws of the corporation shall be made proposed by the Board of Directors and approved by a majority of the members present at a regular noticed meeting of the corporation.

ARTICLE XII

Regular meetings of the corporation shall be held at such times and places as established by the Board of Directors or as may be provided by the By-Laws.

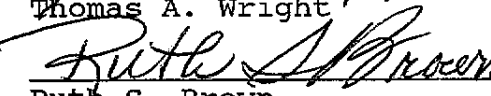
IN WITNESS WHEREOF, we have hereunto set our hands and seals at Gainesville, Alachua County, Florida, this 28th of February, 1998.


Thomas A. Wright

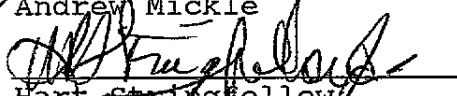
(SEAL)


Andrew Mickle

(SEAL)


Ruth S. Brown

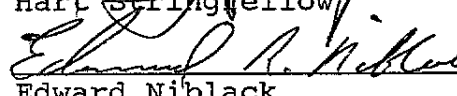
(SEAL)


Hart Stringfellow

(SEAL)


Lemuel Moore

(SEAL)


Edward Niblack

(SEAL)


Edward Jennings, Jr.

(SEAL)

STATE OF FLORIDA

COUNTY OF ALACHUA

Before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, personally appeared before me this 28th day of February, 1998, THOMAS A. WRIGHT, RUTH S. BROWN, LEMUEL MOORE, EDWARD JENNINGS, JR., ANDREW MICKLE, HART STRINGFELLOW, EDWARD NIBLACK, who are personally know to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and they severally acknowledged before me that they subscribed to said articles of Incorporation.

Iris M. Duncan
NOTARY PUBLIC, State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: TALENTS INVESTMENTS, INC.

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

THOMAS A. WRIGHT

(Name)

2100 N. W. 21st Street

(P.O. Box **NDI** acceptable)

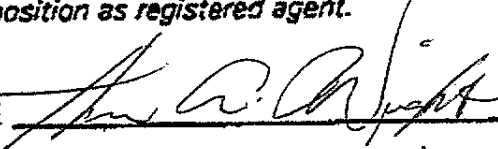
Gainesville, Florida 32605

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 17 PM 1:55

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 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.

SIGNATURE



DATE March 16, 1998

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314