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T.L.K. INVESTMENTS, INC.

March 27, 1998

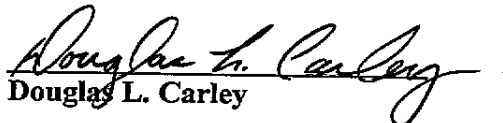
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To Carolyn Batton,

My address is 135 Becket Lane, Heathrow, Florida 32746. My phone number is
(407)

805- 0983.

Sincerely,


Douglas L. Carley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation:

Article I

The name of the corporation is: T.L.K. Investments, Inc.

Article II

The period of its duration is: Perpetual.

Article III

The purpose of the corporation is: a Private Investment Banking Company. To engage in and to own, operate and manage money for investment purposes and to perform such business and all adjuncts thereto, and to carry on and conduct all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607 of Florida Statutes .2. For the purpose of carrying on the Business aforesaid, to buy, lease, sell and convey property, both real and personal, as the same shall either be necessary or incidental to the conduct of said business.

Article IV

The aggregate number of authorized shares is: 7,000.

Article V

The corporation will not commence business until at least 7 dollars have been received by it as consideration for the issuance of shares.

Article VI

Cumulative voting of shares of stock is not authorized.

Article VII

Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: not allowed under the by laws set forth in these Articles of Incorporation.

Article VIII

Provisions for regulating the internal affairs of the corporation are: mandated unto the Board of Directors of aforesaid.

Article IX

The address of the initial registered office of the corporation is: 135 Becket Lane, Heathrow, FL 32746 and the name of its initial registered agent at such address is: Douglas L. Carley.

Article X

Address of the principal place of business is: 135 Becket Lane, Heathrow, FL 32746

Article XI

The number of directors constituting the initial board of directors of the corporation is (1), and the names and address of the person(s) who are to serve as director(s) until the first annual meeting of shareholders or until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name:


Douglas L. Carley

Address:

135 Becket Lane
Heathrow, FL 32746

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TALLAHASSEE, FLORIDA

Article XII

The Name and address of each incorporator is:

Name:

Address: -----

Douglas L. Carley
Douglas L. Carley

135 Becket Lane
Heathrow, FL 32746

Article XIII

I am hereby familiar with and accept the duties and responsibilities of Registered Agent.

Name:

Address:

Douglas L. Carley
Douglas L. Carley

135 Becket Lane
Heathrow, FL 32746

March 27, 1998