

BENSON, MOYLE & MUCCI
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
NATIONSBANK TOWER
ONE FINANCIAL PLAZA, SUITE 1600
FORT LAUDERDALE, FLORIDA 33394-1697

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE
MARK S. MUCCI, P.A.
MARK J. LOTERSTEIN
DONALD R. BLACK
ALLAN F. MEYER, P.A.

BROWARD (954) 524-6800
DADE (305) 944-3311
PALM BEACH (561) 734-4655
PALM S. MILE (561) 463-6963

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April 8, 1998

VIA FEDERAL EXPRESS

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Incorporation of TAITTINGER GROUP, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office on behalf of the above-captioned corporation along with our check in the amount of \$122.50 representing the filing fee.

Please return a certified copy of the Articles of Incorporation to our office via the enclosed self addressed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & MUCCI



Donald R. Black
For the Firm

FILED
8 APR 07 PM 3:40
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-4-98

DRB
Enclosure

Received 120 money
4-7-98

BC

Send as possible
4-20-98
5

EFFECTIVE DATE
4-4-98

FILED
98 APR -7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TAITTINGER GROUP, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is TAITTINGER GROUP, INC., whose principal place of business is 7491 N. Federal Highway C-5, Suite, 182, Boca Raton, Florida, 33431.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, Suite 1600, Fort Lauderdale, Florida, and the name of its initial registered agent at said address is Donald R. Black.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and addresses is:

Heidi Brown
7491 North Federal Highway C5, Suite #18
Boca Raton, Florida 33487

ARTICLE VII

The name and address of the incorporator is:

Heidi Brown
7491 North Federal Highway C5, Suite #18
Boca Raton, Florida 33431

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 4th day of April, 1998, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

ARTICLE XII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Boca Raton, Florida, on the 4th day of April, 1998.

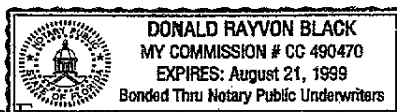

Heidi Brown

STATE OF FLORIDA


COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared Heidi Brown who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, in said County and State this 4th day of April, 1998.



My Commission Expires:


Notary Public, State of Florida
Printed Name: _____

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
98 APR -7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD


BEFORE ME, the undersigned authority personally appeared DONALD R. BLACK who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


DONALD R. BLACK, Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, in said County and State this 4th day of April, 1998.



My Commission Expires


Notary Public, State of Florida
Printed Name: Mark S. Mucci