

P98000053103

RAY R. STURM
133 MORNING GLORY DRIVE
LAKE MARY, FLORIDA 32746

June 8, 1998

Sandra B. Mortham, Secretary of State
FLORIDA DEPARTMENT OF STATE,
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

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RE: Ten Talents Asset Management, Inc.

Dear Madam:

Enclosed please find:

1. Articles of Incorporation for Ten Talents Asset Management, Inc.
2. Certificate of Designation of Place of Business for Service of Process, etc.
3. Check made payable to the Florida Department of State in the amount of \$122.50.

Will you please file the Articles of Incorporation and return to the undersigned a certified copy of same.

Very truly yours,


Ray R. Sturm

Encl.

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**ARTICLES OF INCORPORATION
OF
TEN TALENTS ASSET MANAGEMENT, INC.**

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The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is **TEN TALENTS ASSET MANAGEMENT, INC.**

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 1,000.00 shares of common stock having a par value of \$1.00 per share, which shall be designated "Common Stock." The Corporation hereby elects to take advantage of the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended, which permits ordinary loss treatment when either the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Lake Mary, County of Seminole and State of Florida, and its address there shall be, at present, 133 Morning Glory Drive, Lake Mary, Florida 32746 and the initial registered agent of the Corporation at that address shall be Ray R. Sturm. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be:

133 Morning Glory Drive
Lake Mary, Florida 32746

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of two (1) director. The names and street addresses of the directors of this Corporation are:

Ray R. Sturm
133 Morning Glory Drive
Lake Mary, Florida 32746

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII
Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is

Ray R. Sturm
133 Morning Glory Drive
Lake Mary, Florida 32746

ARTICLE VIII
Bylaws

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

ARTICLE IX
Amendment

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

ARTICLE X
Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 8 day of June, 1998.


Ray R. Sturm, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

TEN TALENTS ASSET MANAGEMENT, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated **RAY R. STURM** as its Registered Agent to accept service of process within the State of Florida with his registered office located at 157 East New England Avenue, Suite 402, Winter Park, Florida 32789.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8 day of June, 1998.



Ray R. Sturm

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