

799000095063

LAW OFFICES  
WAKEFIELD & ASSOCIATES, P.A.

378 Whooping Loop, Suite 1232  
Altamonte Springs, Florida 32701  
(407) 830-7724

1400 West Oak Street, Suite A  
P.O. Box 421408  
Kissimmee, Florida 34742-1408  
(407) 846-7113  
(800) 369-1325  
(407) 846-3585 Telecopier  
E Mail: Scraigwake@aol.com

1127 South Patrick, Suite 14  
Satellite Beach, Florida 32937

S. CRAIG WAKEFIELD  
Certified Estate Planner  
LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

October 26, 1999

**VIA FEDERAL EXPRESS**

Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900003026558--0  
-10/27/99--01074--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: TAS & RAV, Inc. & TerraLynx, Inc.  
Corporation Filings

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporations. Please file the originals, indicate the filing date on the copy and return the copies to our office.

Additionally, I am enclosing our firm checks in the amount of \$78.75, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation names requested are not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Barbara J. Lambert*  
Barbara Lambert,  
Legal Secretary

BJL  
Enclosures

FILED  
99 OCT 27 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TAS & RAV, INC.

FILED  
99 OCT 27 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be TAS & RAV, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Jageep Nanpatee, 7905 Roxbury Ct., Kissimmee, FL 34743

Rajdai Nanpatee, 7905 Roxbury Ct., Kissimmee, FL 34743.

#### ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Rajdai Nanpatee
Vice President	Jageep Nanpatee
Secretary	Jageep Nanpatee
Treasurer	Rajdai Nanpatee

#### ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 7905 Roxbury Ct., Kissimmee, Florida 34743.

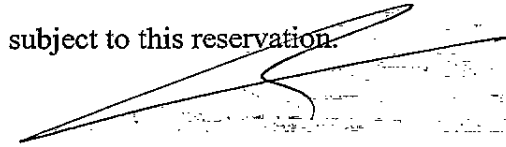
The name of the individual who shall serve as this corporation's initial registered agent is: S. Craig Wakefield, whose address is 1400 West Oak St., Suite A, Kissimmee, Florida 34741.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: S. Craig Wakefield, 1400 W. Oak Street, Suite A, Kissimmee, FL 34741.

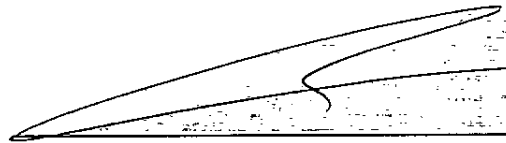
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



S. Craig Wakefield - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of TAS & RAV, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for TAS & RAV, INC.



S. Craig Wakefield - Registered Agent

**FILED**  
99 OCT 27 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF OSCEOLA )

On October 26, 1999, S. Craig, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of TAS & RAV, INC.

*Barbara J. Lovvick*  
Notary Public

Barbara T. Lambert  
(Notary Public - Printed Or Typed Name)



Barbara J Lambert  
My Commission CC708268  
Expires January 14, 2002

Commission Expiration Date & Commission Number:

(SEAL)