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*****78.75 *****78.75

November 3, 1999

New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL. 32314

Re: Talsay, Inc.
Our File No. 99-168-A

FILED
99 NOV -8 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentleman:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Talsay, Inc." together with our check in the amount of \$78.75.

This check represents the \$35.00 filing fee, \$8.75 for a certified copy of the Articles of Incorporation and \$35.00 fee for the Registered Agent Designation for this corporation.

Very truly yours,

JOEL A. SAVITT

JAS/em

Enclosures as stated

T. Burch NOV 9 1999

ARTICLES OF INCORPORATION

OF

TALSAY, INC.

FILED

99 NOV -8 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Talsay, Inc.

ARTICLE II
BUSINESS ADDRESS

The business address of this corporation is:

5215 White Oak Lane
Tamarac, Florida 33319

ARTICLE III
DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporator herein.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI
VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII
PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 5215 White Oak Lane, Tamarac, Florida 33319, and the name of the initial registered agent of this corporation at that address is Jack Talabisco.

ARTICLE IX
INITIAL BOARD OF DIRECTORS AND OFFICER

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and address of the initial director and officer of this corporation is:

Jack Talabisco - President
5215 White Oak Lane
Tamarac, Florida 33319

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is:

Jack Talabisco
5215 White Oak Lane
Tamarac, Florida 33319

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 2 day of November, 1999.

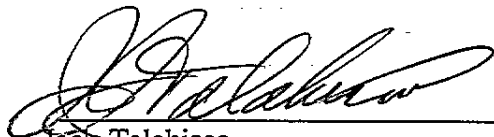


Jack Talabisco
Initial Director/Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

That Talsay, Inc. desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at 5215 White Oak Lane, Tamarac, Florida 33319, names
Jack Talabisco, located at 5215 White Oak Lane, Tamarac, Florida 33319, as its agent to accept
service of process within the State of Florida.



Jack Talabisco
Incorporator

Dated: November ____, 1999

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in cursive script, appearing to read "Jack Talabisco", is written over a horizontal line.

Jack Talabisco
Registered Agent

Dated: November 2, 1999