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FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422

Jun. 26 1998 03:29PM P1

6/26/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: JIM SIERRA & ASSOCIATES  
CONTACT: JIM SIERRA  
PHONE: (305)271-7310

ACCT#: 110677000356

FAX #: (305)271-4422

NAME: T'FALEY, INC.

AUDIT NUMBER.....H98000011949

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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## ARTICLES OF INCORPORATION

- OF -

### ***T'FALEY, INC.***

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

#### ARTICLE I

The name of this corporation shall be:

***T'FALEY, INC.***

#### ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

#### ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

Prepared by:  
JIM SIERRA & ASSOCIATES  
9290 SUNSET DR STE 105  
MIAMI, FL 33173  
TEL. (305) 271-7310  
FAX. (305) 271-4422

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ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

12701 SW 97<sup>TH</sup> ST  
MIAMI, FL 33186

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this corporation are as follows:

CLARA Y. TOLEDO

12701 SW 97<sup>TH</sup> ST  
MIAMI, FL 33186

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

CLARA Y. TOLEDO

12701 SW 97<sup>TH</sup> ST  
MIAMI, FL 33186

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**ARTICLE X**

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned CLARA Y. TOLEDO, being natural person(s), competent to contract, have here unto set his/their hands and seal this 26 June, 1998.

*Clara Y. Toledo*  
CLARA Y. TOLEDO

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STATE OF FLORIDA) S.S.  
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared CLARA Y. TOLEDO, known and known to me, to be the person(s) described herein and who executed the foregoing Article of Incorporation, and he/she/they acknowledged before me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 26 June, 1998

 JIM SIERRA  
COMMISSION # CC 672706  
EXPIRES OCT 7, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
JIM SIERRA

My commission expires:

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:  
FIRST THAT: T'FALEY, INC.

WITH ITS PLACE OF BUSINESS AT 12701 SW 97<sup>TH</sup> ST MIAMI, FL 33186

HAS NAMED CLARA Y. TOLEDO  
(Name of registered Agent)

LOCATED AT 12701 SW 97<sup>TH</sup> ST MIAMI, FL 33186  
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE *Clara Y. Toledo*  
(Corporate Officer) CLARA Y. TOLEDO

TITLE Vice - President

DATE June 26, 1998

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Clara Y. Toledo*  
(Registered Agent) CLARA Y. TOLEDO

DATE June 26, 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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