

PA70000448/2

TRANSMITTAL LETTER

FILED

97 MAY 20 PM 4: 17

TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/23/97--01093--011
****131.25 ****131.25

SUBJECT: CDT Technologies, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Thomas E. Duncan III
Name (Printed or typed)

1350 - E4 Mahan Drive Suite 244
Address

Tallahassee, Florida 32308
City, State & Zip

(904) 942-6812
Daytime Telephone number

97 MAY 20 PM 4: 13
RECEIVED

Will wait
PH
5/20/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CDT Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1350 - E4 Mahan Drive
Suite 244
Tallahassee, Florida 32308

ARTICLE III SHARES

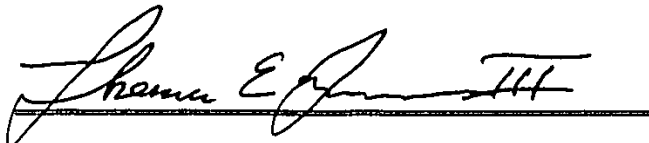
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Thomas E. Duncan III
1350 - E4 Mahan Drive
Suite 244
Tallahassee, Florida 32308



ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Officers:

David Simpson - President
8325 Caplock Road
Tallahassee, Florida 32311

Catherine Duncan - Vice President
2370 Mayapple Court
Tallahassee, Florida 32308

Thomas E. Duncan III - Secretary/Treasure
2370 Mayapple Court
Tallahassee, Florida 32308

Purpose: To provide computer program solutions and consulting services for customers.

Share Distribution:

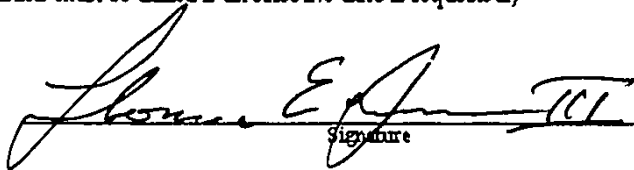
David Simpson	500 Shares
Catherine Duncan	250 Shares
Thomas E. Duncan	250 Shares

Share Value: \$1.00

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18th day of May, 19 97.

(An additional article must be added if an effective date is requested.)


Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is CDT Technologies, Inc.

2. The name and address of the registered agent and office is:

Thomas E. Duncan III

(NAME)

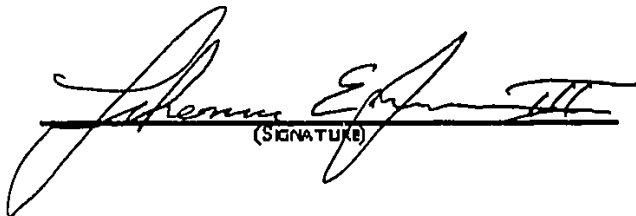
1350 - E4 Mahan Drive Suite 244

(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32308

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

May 18th 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314