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Civil Litigation
Business Disputes
Securities Arbitration

March 23, 1998

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

Re: Corporate Assessment & Intelligence, Inc.

EFFECTIVE DATE
3-18-99

Ladies/Gentlemen:

Kindly file the enclosed original and copy of Articles of Incorporation for the above corporation and forward a certified copy of the Articles to my office in the self-addressed stamped envelope provided. My trust account in the sum of \$122.50 is enclosed for your fees.

If you have any questions or require any additional information, please feel free to contact my office. Thank you.

Very truly yours,

W. A. Clayton, Jr.
W. Andrew Clayton, Jr.

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****122.50 *****78.75

m
enc.
cc: C.A. Margetta

DIY
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
99 MAR 25 PM 1:46
FILED

ajc
3/20

**ARTICLES OF INCORPORATION OF
CORPORATE ASSESSMENT & INTELLIGENCE, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Corporate Assessment & Intelligence, Inc.

ARTICLE II

The existence of the Corporation shall begin on March 18, 1999.

ARTICLE III

The Corporation may engage in any lawful business.

ARTICLE IV

The street address of the principal office of the Corporation is 1800 Second Street, Suite 745, Florida 34236.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. The par value of the Common Shares shall be \$0.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial registered agent for the Corporation is W. Andrew Clayton, Jr., Esq., 1800 Second Street, Suite 880, Sarasota, Florida 34236.

ARTICLE VII

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors is Charles A. Margetta and John E. Jorgensen, whose addresses are the same as that of the Corporation's principal office, described above.

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TALLAHASSEE, FLORIDA

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ARTICLE VIII

The names and street addresses of the persons signing these articles of incorporation is Charles A. Margetta and John E. Jorgensen, whose addresses are the same as that of the Corporation's principal office, described above.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 23 day of March, 1999.



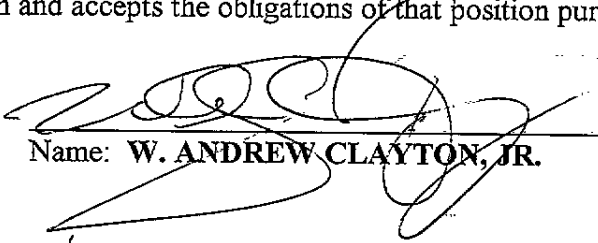
CHARLES A. MARGETTA



JOHN E. JORGENSEN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Corporate Assessment & Intelligence, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: **W. ANDREW CLAYTON, JR.**

Date: March 23rd, 1999.

FILED
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TALLAHASSEE, FLORIDA