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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

CNA Consulting, Inc.

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10/29/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
10/29/99

CNA CONSULTING, INC.

The undersigned subscribers to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

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ARTICLE I

CORPORATE NAME

The name of this corporation is CNA CONSULTING, INC

ARTICLE II

DURATION

The corporation shall have perpetual existence beginning with the date of the execution of the Articles.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7500 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all

regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which they hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

ADDRESSES

The address of the principal place of business of the corporation is: 3400 Frosty Way #4, Naples, FL. 34112. The street address of the corporation's initial registered office of the corporation is: 2335 Tamiami Trail North, #308, Naples, FL. 34103, and the name of the initial registered agent of the corporation at that address is: DOUGLAS L. RANKIN, ESQ. The shareholder(s) may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than 1. The names and addresses of the initial director(s) of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
CLAUDIO FERRARI	3400 Frosty Way #4 Naples, FL 34112

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
CLAUDIO FERRARI	3400 Frosty Way #4 Naples, FL 34112

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Shareholder(s).

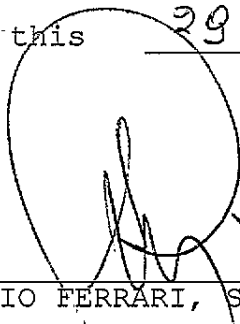
ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s), except the Preemptive Rights created in Article V are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed

these Articles of Incorporation this 29 day of October, 1999.

A handwritten signature in black ink, enclosed within a hand-drawn circle. The signature is stylized and appears to read 'C. Ferrari'.

CLAUDIO FERRARI, Subscriber

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, CNA CONSULTING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named DOUGLAS L. RANKIN, ESQ., located at 2335 Tamiami Trail North, #308, in the City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, including those relative to keeping open said office.


DOUGLAS L. RANKIN, ESQ.

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