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4/25/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

MIAMI BEACH FL 33140-0000-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COMPETITIVE ENGINEERING RESEARCH & DEVELOPMENT CORP.

FAX AUDIT NUMBER: H95000004659

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/25/1995

TIME REQUESTED: 17:57:27

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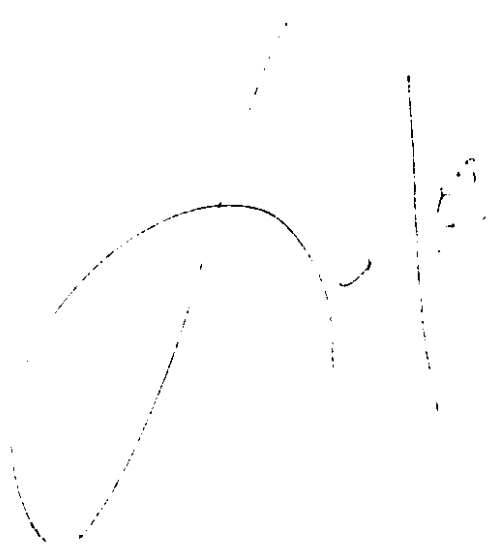
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 27, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH, FL

SUBJECT: COMPETITIVE ENGINEERING RESEARCH & DEVELOPMENT CORP.
REF: W95000008987

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE NOTE: THE ATTACHED DOCUMENT RECEIVED IS NOT FAX AUDIT # H9500004659, THIS FAX AUDIT # IS H9500004658 WHICH IS FOR A CORPORATION NAME: T. CAYMAN ENTERPRISES, INC. WHICH HAS ALREADY BEEN FILED. DOC. # P95000032636, PLEASE SEND THE DOCUMENT FOR: COMPETITIVE ENGINEERING RESEARCH & DEVELOPMENT CORP. THANKS!!!!!!!!!!!!

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H9500004659
Letter Number: 695A00020067

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

Articles of Incorporation
of
Competitive Engineering Research & Development Corp.

Article I. Name

The name of this Florida corporation is Competitive Engineering Research & Development Corp.

Article II. Address

The mailing address of the Corporation is:

Competitive Engineering Research & Development Corp.
P.O. Box 33053
Palm Beach Gardens , FL 33420

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Richard S. Reilly

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 28, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 28, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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

CORPORATION:
Competitive Engineering Research & Development Corp.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.



Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as Attorney in Fact

Date: April 28, 1995

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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