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00 FEB 10 PM 1:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 584208 97981A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : February 10, 2000

ORDER TIME : 3:41 PM

200003132082--1

ORDER NO. : 584208-005

CUSTOMER NO: 97981A

CUSTOMER: Ms. Elizabeth F. Schwartz  
CROCKETT & CHASEN, P.A.  
CROCKETT & CHASEN, P.A.  
Suite 338  
420 Lincoln Road  
Miami Beach, FL 33139DOMESTIC FILING

NAME: CAPEBAY CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED  
00 FEB 10 PM 4:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PH 2/11/2000

W-3741



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 11, 2000

CSC NETWORKS

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: CAPEBAY CONSULTING, INC.  
Ref. Number: W00000003741

We have received your document for CAPEBAY CONSULTING, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 600A00007220

RECEIVED  
00 FEB 11 PM 12:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION  
OF  
CAPEBAY CONSULTING, INC.

FILED  
00 FEB 10 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I

NAME

The name of the Corporation is: CAPEBAY CONSULTING, INC.

II

PERPETUAL EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State, unless otherwise stated below.

III

PURPOSE AND POWERS

This Corporation is organized for the purpose of transacting any or all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IV

CAPITAL STOCK

This Corporation is authorized to issue 200 shares of common stock having no par value.

V

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 14530 Sabal Drive, Miami Lakes, FL 33014. The registered agent is Kimberly McNatt, whose address is the same. This is also the mailing address.

## **VI**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time as provided in the By-laws. The manner in which the directors are to be elected or appointed is as stated in the By-Laws. The name and address of the initial Director of this Corporation is Kimberly McNatt, 14530 Sabal Drive, Miami Lakes, FL 33014.

## **VII**

### **INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is Kimberly McNatt, 14530 Sabal Drive, Miami Lakes, FL 33014.

## **VIII**

### **EXECUTIVE COMMITTEE**

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

## **IX**

### **INDEMNIFICATIONS**

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

X

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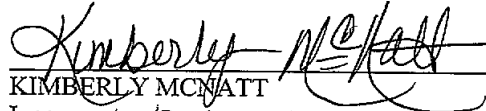
AMENDMENT

SECRETARY OF STATE  
TAMM Bldg. 10th Floor  
TALLAHASSEE, FLORIDA

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

The Registered Agent, Kimberly McNatt, acknowledges and accepts all duties and responsibilities of the position of Registered Agent.

IN WITNESS WHEREOF, the undersigned incorporator(s) executed these Articles of Incorporation this 3rd day of February, 2000.

  
KIMBERLY MCNATT  
Incorporator / Registered Agent

STATE OF FLORIDA )

COUNTY OF DADE )

SS: 151-44-2224

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kimberly McNatt, who produced a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of February, 2000.



ELIZABETH F. SCHWARTZ  
COMMISSION # CC 688170  
EXPIRES OCT 12, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida

My commission expires: