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TRANSMITTAL LETTER

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

MAILED
00 MAY 11 AM 10:42
DEPT. OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CEBRAL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50.

FROM: CHARLES E. BERKOFF
3504 BROOKLINE DRIVE
SARASOTA, FLORIDA 34239
TELEPHONE: 941-923-3268

Sincerely,



CHARLES E. BERKOFF

000003248490--9
-05/11/00--01068--011
****122.50 *****78.75

D. BROWN MAY 16 2000

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:
CEBRAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporations shall be:
3504 BROOKLINE DRIVE
SARASOTA, FLORIDA 34239

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1,000 AT \$1.00 PAR VALUE

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
CHARLES E. BERKOFF
3504 BROOKLINE DRIVE
SARASOTA, FLORIDA 34239

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
CHARLES E. BERKOFF
3504 BROOKLINE DRIVE
SARASOTA, FLORIDA 34239

The undersigned incorporator has executed these Articles of Incorporation this

8th day of May 2000

Signature: _____

CHARLES E. BERKOFF

Prepared by:

CHARLES E. BERKOFF
3504 BROOKLINE DRIVE
SARASOTA, FLORIDA 34239
941-923-3268

FILED
00 MAY 11 AM 10:42
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

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

RECEIVED
00 MAY 11 AM 10:42
SARASOTA, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

CEBRAL, INC.

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

CHARLES E. BERKOFF
3504 BROOKLINE DRIVE
SARASOTA, FLORIDA 34239

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: Charles E. Berkoff
CHARLES E. BERKOFF

Date: 5/6/00