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FLORIDA PROFIT CORPORATION OR P.A.

COMPETATIVE EDGE SERVICES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2000

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SUBJECT: COMPETATIVE EDGE SERVICES, INC.
REF: W00000018356

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ARTICLES OF INCORPORATION OF

COMPETATIVE EDGE SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

COMPETATIVE EDGE SERVICES, INC.

The address of the initial principal office of this corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319 and the mailing address shall be the same.

ARTICLE II - Nature of Business:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319, and the name of the initial registered agent of the corporation at that address shall be Nofil & Nofil, P.A.

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Prepared by:

Mimi Nofil,
VICE PRESIDENT of Nofil & Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have three officers and three directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

Charles Robert Basa, Jr.
3284 North State Road 7
Lauderdale Lakes, Florida 33319

President

Gilbert M. Valle
3284 North State Road 7
Lauderdale Lakes, Florida 33319

Vice President

Peter J. Cairns
3284 North State Road 7
Lauderdale Lakes, Florida 33319


Secretary
Treasurer

ARTICLE VII - Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:

Nofil & Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 18th day of July, 2000.


MIMI NOFIL
VICE PRESIDENT of NOFIL & NOFIL, P.A.
(REGISTERED AGENT)

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Prepared by:

Mimi Nofil,
VICE PRESIDENT of Nofil & Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

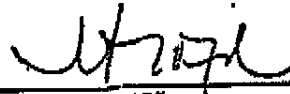
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ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



MIMI NOFIL
VICE PRESIDENT of NOFIL & NOFIL, P.A.
(REGISTERED AGENT)

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VICE PRESIDENT of Nofil & Nofil, P.A.
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

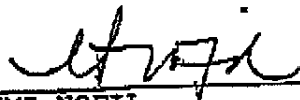
In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First That COMPETATIVE EDGE SERVICES, INC.

desiring to organize under the laws of the State of Florida
with its principal office as indicated in the articles of
incorporation at the City of Lauderdale Lakes, County of
Broward, State of Florida, has named Nofil & Nofil, P.A.,
located at 3284 North State Road 7, City of Lauderdale
Lakes, County of Broward, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

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


MIMI NOFIL
VICE PRESIDENT of NOFIL & NOFIL, P.A.
(REGISTERED AGENT)

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