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ACCOUNT NO. : 072100000032
REFERENCE : 878717 7229240
AUTHORIZATION : *Patricia Pyjot*
COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 4:46

ORDER DATE : October 27, 2000
ORDER TIME : 3:50 PM
ORDER NO. : 878717-005
CUSTOMER NO: 7229240
CUSTOMER: Mr. Robert B. Shaw-7229240
Mr. Robert B. Shaw

6520 Senegal Palm Way
Apollo Beach, FL 33572

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DOMESTIC FILING

NAME: CARDINAL POINT CONSULTING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

NS
10/31/00

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

CARDINAL POINT CONSULTING, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

CARDINAL POINT CONSULTING, INC.

The address of the principal office of this corporation shall be 6520 Senegal Palm Way, Apollo Beach, Florida 33572, and the mailing address of the corporation 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, country, 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert B. Shaw
Dir.

6520 Senegal Palm Way
Apollo Beach, Florida 33572

Frances M. Shaw
Dir.

6520 Senegal Palm Way
Apollo Beach, Florida 33572

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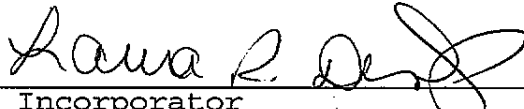
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ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808


The undersigned incorporator has executed these Articles of Incorporation on October 30, 2000.



Incorporator
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

njh