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JEFFREY P. CARIO, P.A.
ATTORNEY AT LAW

ADMITTED TO PRACTICE:

- FLORIDA BAR
- UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
- UNITED STATES COURT OF APPEAL
- UNITED STATES SUPREME Court
ELEVENTH CIRCUIT

8235 RIVER COUNTRY DRIVE
SPRING HILL, FLORIDA 34607

(352) 592-0040
FAX: (352) 592-0041

+ BOARD CERTIFIED MARITAL AND
FAMILY LAW SPECIALIST

+ CERTIFIED FAMILY
MEDIATOR

November 5, 2000

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75


RE: C.D.B. Consulting, Inc.

Dear Sir:

In connection with the above referenced corporation, enclosed please find the original and one copy of the fully executed Articles of Incorporation. Also enclosed is our check in the amount of \$78.75 for the filing fee, and a self addressed stamped envelope for return of the certified copy to this office.

Should you have any questions please do not hesitate to contact me.

Sincerely,


Donna Slavik
Legal Assistant

/ds
Enc.

FILED
00 NOV 17 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER

NOV 21 2000

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**ARTICLES OF INCORPORATION
FOR
C.D.B. CONSULTING, INC.**

FILED
00 NOV 17 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be C.D.B. Consulting, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Jeffrey P. Cario. The street address of the initial registered office of the corporation for service of process shall be 8325 River Country Drive, Spring Hill, Florida 34607

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Craig Baxley

7227 Oxley Road
Brooksville, Fl 34601

Velvet Baxley

7227 Oxley Road
Brooksville, Fl 34601

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Craig Baxley

727 Oxley Road
Brooksville, FL 34601

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 7227 Oxley Road, Brooksville, Florida 34601. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of November, 2000.


Velvet Baxley

STATE OF FLORIDA

COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 8th day of November, 2000, by Velvet Baxley, who is personally known to me or who has produced (type of identification) as identification.

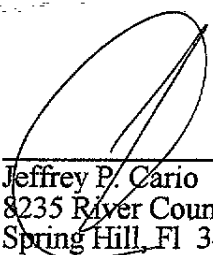

Notary Public
My Commission Expires



Mary Anne Hypes
MY COMMISSION # CC690536 EXPIRES
November 2, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for C.D.B. Consulting, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 8th day of November, 2000.



Jeffrey P. Cario
8235 River Country Drive
Spring Hill, FL 34607

FILED
00 NOV 17 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA