

WALZER & ASSOCIATES, INC. **EFFECTIVE DATE**
A Professional Accounting Firm

8301 Forest City Road
Orlando, Florida 32810

(407) 299-0086 ♦ FAX (407) 298-3849

PO1000107952

November 3, 2001

FILED
01 NOV -8 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/08/01--01017--017
122.50 **78.75

RE: CNS MOONEY, INC

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER, BA, M.B.A., E.A.
WALZER & ASSOCIATES, INC.

SHW/crm
Enclosures

ARTICLES OF INCORPORATION

OF

CNS MOONEY, INC

EFFECTIVE DATE
11-3-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CNS MOONEY, INC.; the address is 7006 ROSE AVENUE, ORLANDO, FLORIDA 32810.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 3rd day of NOVEMBER 2001 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7006 ROSE AVENUE, ORLANDO, FLORIDA 32810, and the name of the initial registered agent of this Corporation at that address is CLYDE D MOONEY, JR..

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The name and addresses of the initial directors of this Corporation are:

CLYDE D. MOONEY, JR
President, Vice President
7006 ROSE AVENUE
ORLANDO, FLORIDA 32810

SANDRA A. MOONEY
Secretary and Treasurer
7006 ROSE AVENUE
ORLANDO, FLORIDA 32810

The name and addresses of the persons signing these Articles are:


CLYDE D. MOONEY
President, Vice President
7006 ROSE AVENUE
ORLANDO, FLORIDA 32810

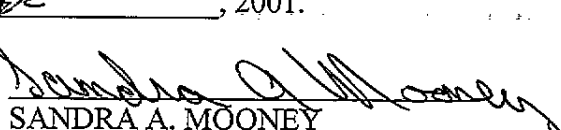
SANDRA A. MOONEY
Secretary and Treasurer
7006 ROSE AVENUE
ORLANDO, FLORIDA 32810

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 3rd day of NOVEMBER, 2001.


CLYDE D. MOONEY, JR.


SANDRA A. MOONEY

ACKNOWLEDGMENT

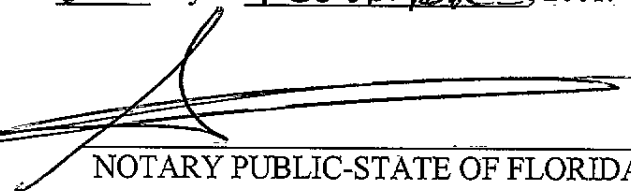
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 3rd day of NOVEMBER, 2001, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, CLYDE D. MOONEY, JR. and SANDRA A. MOONEY, well known and known to be the persons who executed the foregoing Articles of Incorporation, CNS MOONEY, INC. and they acknowledged that they signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, Florida in said County and State, this 3rd day of NOVEMBER, 2001.




NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted

First that CNS MOONEY, INC., desiring to organize or qualify under the laws of the State of Florida, its principal place of business in the City of Orlando, Florida has named CLYDE D. MOONEY, JR, 7006 ROSE AVENUE, ORLANDO, FLORIDA 32810 as its agent to accept service process within Florida.

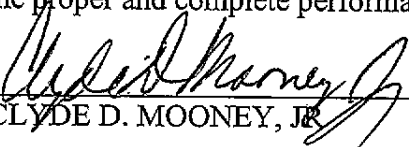

CLYDE D. MOONEY, JR.


SANDRA A. MOONEY

Date: 11/3/01

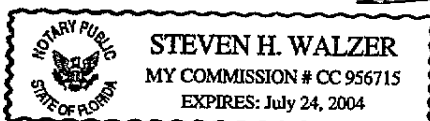
ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


CLYDE D. MOONEY, JR.

DATE: 11/3/01
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 3rd day of NOVEMBER, 2001, in said County and State.



NOTARY PUBLIC-STATE OF FLORIDA

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TALLAHASSEE, FLORIDA