

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

PU2000007634

CONTACT: CINDY HICKS

DATE: 1-23-02

REF. #: 0150. 4573

CORP. NAME: Incorporation Prep, Inc

FILED
02 JAN 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

RECEIVED
02 JAN 23 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 501401 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

500004791985--2
-01/23/02--01038--024
*****87.50 *****87.50

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|------------------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

J. BRYAN JAN 23 2002

ARTICLES OF INCORPORATION
OF
INCORPORATION PREP, INC.

FILED
02 JAN 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is INCORPORATION PREP, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 930 N.W. 202 Street, Miami, Florida 33169.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 930 N.W. 202 Street, City of Miami, County of Miami-Dade, State of Florida 33169 and the name of its initial registered agent at such office is Steven A. Woods, Jr.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.


ARTICLE VII

The name of the Incorporator is Steven A. Woods, Jr. and the address of the Incorporator is 930 N.W. 202 Street, Miami, Florida 33169.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

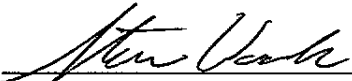
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of January, 2002.



Steven A. Woods, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of INCORPORATION PREP, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Steven A. Woods, Jr.
Registered Agent
Dated: January 22, 2002

FILED
02 JAN 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA