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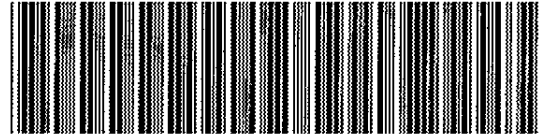
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02 OCT 25 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**J. DANIEL BREDE**

**Professional Association**

**Attorney at Law**

**Suite 201, East Building  
1900 N. W. Corporate Blvd.  
Boca Raton, Florida 33431**

**Telephone (561) 241-8996**

**Facsimile (561) 241-7859**

October 18, 2002

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 5588  
Tallahassee, Florida 32314

RE: CMS MANAGEMENT COMPANY

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for CMS MANAGEMENT COMPANY together with a check for \$78.75 payable to the Secretary of State. Kindly file the Articles of Incorporation with the Secretary of State and return a stamped filed copy for our records.

If you have any questions, please contact me. Thank you.

Sincerely yours,

  
J. DANIEL BREDE

JDBjmr  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
CMS MANAGEMENT COMPANY**

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

FILED  
02 OCT 25 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of this corporation is CMS MANAGEMENT COMPANY.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

**ARTICLE III**

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Any type of property which is acceptable to the Board of Directors may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE IV**

The street address of the principal business office of the corporation shall be 2401 N. W. Boca Raton Boulevard, Boca Raton, Florida 33431, but the mailing address of the corporation will be 3386 Concert Lane, Margate, Florida 33063. The corporation's initial registered agent is Cynthia M. Souza.

#### ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
CYNTHIA M. SOUZA	3386 Concert Lane Margate, Florida 33063

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the person to fill a vacancy on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is Cynthia M. Souza, 3386 Concert Lane, Margate, Florida 33063.

#### ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX


Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may

enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 17 day of October, 2002

  
CYNTHIA M. SOUZA, Incorporator

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared CYNTHIA M. SOUZA, who produced \_\_\_\_\_ as identification or who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation of CMS MANAGEMENT COMPANY, and who did not take an oath.

WITNESS my hand and official seal in the County and State named above, this 17<sup>th</sup> day of October, 2002.



  
Notary Public  
My Commission Expires: 7/18/05

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

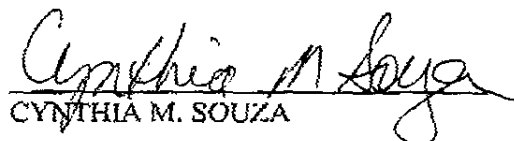
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CMS MANAGEMENT COMPANY, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named CYNTHIA M. SOUZA as the person upon whom process may be served at the following address:

2401 N. W. Boca Raton Boulevard  
Boca Raton, Florida 33431

**ACKNOWLEDGMENT:**

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

  
CYNTHIA M. SOUZA

**FILED**  
02 OCT 25 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA