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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305) 358-2571  
Fax Number : (305) 373-7718

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TALLAHASSEE, FLORIDA  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**CD - PLUS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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MAR 21

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Articles of Incorporation of:  
**CD - PLUS, INC.**

Article I Name:  
**CD - PLUS, INC.**

Article II Principal Office:  
**301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232**

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Article III Capital Stock:  
The Corporation is authorized to have 7,500 shares of common stock with par value of \$1.00 (one dollar) each

Article IV Terms of Existence:  
The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:  
This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s)  
**Steven C. Oulton  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232**

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Article VII Initial Board of Directors:

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the two initial Directors of this corporation are:

Steven C. Oulton, President      Rosemary D. Oulton, Vice President  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232

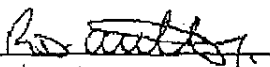
The undersigned have executed these articles of incorporation this:

18<sup>th</sup> of February, 2003

Signature: 

Name: Steven C. Oulton

Title: President

Signature: 

Name: Rosemary D. Oulton

Title: Vice President

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Certificate of Designation Registered Agent/Registered OfficeThe name of the Corporation is:

CD - PLUS, INC.

The name and address of the registered agent and office is:

Steven C. Oulton  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232

Signature: 

Name: Steven C. Oulton

Title: President

Date: 02/18/03

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Acceptance of appointment as  
Registered Agent for

CD - PLUS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature: 

Name: Steven C. Oulton

Title: President

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