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FLORIDA PROFIT CORPORATION OR P.A.

CTMS MANAGEMENT GROUP, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 31, 2003

BUTZEL LONG

SUBJECT: CTMS MANAGEMENT GROUP, INC.
REF: W03000008988

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ARTICLES OF INCORPORATION
OF
CTMS MANAGEMENT GROUP, INC.

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

ARTICLE I
NAME

The name of this corporation is CTMS MANAGEMENT GROUP, INC. (the "Corporation").

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The physical address of the principal office of the Corporation shall be 112 Orange Avenue, Ft. Pierce, FL 34950-4347. The Corporation's mailing address shall be 112 Orange Avenue, Ft. Pierce, FL 34950-4347.

ARTICLE III
PURPOSE

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

ARTICLE IV
DURATION

The Corporation shall have a perpetual existence commencing on the filing of these Articles of Incorporation.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
INITIAL REGISTERED AGENT

The name of the Corporation's initial registered agent is Theodore J. Heinemann,

located at 1200 N. Federal Hwy, Suite 420, Boca Raton, FL 33432.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

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

<u>Name</u>	<u>Address</u>
Les Waller	112 Orange Avenue Ft. Pierce, FL 34950-4347

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 persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is Les Waller, at 112 Orange Avenue, Ft. Pierce, FL 34950-4347.

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
SHAREHOLDERS POWERS

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 XI
DIRECTORS QUALIFICATIONS & COMPENSATION

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the

compensation of directors of this Corporation, unless otherwise provided in the by-laws.

ARTICLE XII
SPECIAL MEETINGS VIA TELECONFERENCE

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 XIII
AGREEMENTS RESTRICTING TRANSFERABILITY OF SHARES

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 31st day of March, 2003



Theodore J. Heinemann, Esq.
Authorized Representative for
Les Waller

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 compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That CTMS MANAGEMENT GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal place of business and mailing address at 112 Orange Avenue, Ft. Pierce, FL 34950-4347, has named Theodore J. Heinemann, Esq., located at 1200 North Federal Highway, Suite 420, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.

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 I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Theodore J. Heinemann, Esq.
Authorized Representative

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