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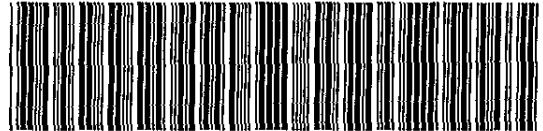
(Business Entity Name)

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FILED
03 MAY 30 PM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices of
JACALYN N. KOLK, P.A.

P. O. BOX 59462
4116 HIGHWAY 231 NORTH
PANAMA CITY, FL 32412-0462
TEL. (850) 785-0535
FAX (850) 747-0483

May 28, 2003

Florida Department of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

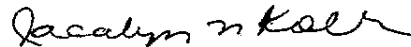
RE: CMS-Clifton, Inc.

To Whom It May Concern:

Enclosed find an original and two copies of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$70.00 which includes the \$35.00 Filing Fee and 35.00 Registered Agent Fee.

Very truly yours,



Jacalyn N. Kolk

JNK/jgj

Enclosures

ARTICLES OF INCORPORATION
OF
CMS-CLIFTON, INC.

FILED
03 MAY 30 PM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

CMS-CLIFTON, INC.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on 5-29-03 and have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have the power:

- (a) To have a corporate seal, which may be altered at will, and to use it or a facsimile of it, or by impressing or affixing it or in any other manner reproducing it;
- (b) To purchase, receive, or lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;
- (d) To lend money to, and use its credit to, assist its officers and employees in accordance with the Florida Statutes;
- (e) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
- (f) To make contracts, guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or

indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(h) To conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) To transact any lawful business that will aid governmental policy;

(m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be 100 shares. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting to the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Preemptive Rights and Shareholders Rights of First Refusal

The Stockholders of the Corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholder of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

Shareholders shall have the right of first refusal if any other shareholder wishes to sell. The price of the shares shall be the fair market value as agreed among the parties. If there is no agreement, then a business appraiser shall be retained to value the stock.

ARTICLE VII

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 4116 North Highway 231, Panama City, Florida 32412, and the name of the corporation's initial registered agent at such address is Jacalyn N. Kolk. The mailing address of the corporation's principal office is P. O. Box 19501, Panama City Beach, Florida 32417. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII

Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Name

Address

Richard Clifton

130 Hombre Circle
Panama City Beach, FL 32407

Nancy Jane Clifton

130 Hombre Circle
Panama City Beach, FL 32407

ARTICLE IX

Incorporator

The name and address of the initial incorporator is:

Richard Clifton
130 Hombre Circle
Panama City Beach, Florida 32407

ARTICLE X

Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. Further I have

executed these Articles for the uses and purposes herein stated.



RICHARD CLIFTON
Incorporator
130 Hombre Circle
Panama City Beach, Florida 32407

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared Richard Clifton to me personally known or who has produced FDI as identification and known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 27th day of May, 2003.

SEAL

NOTARY PUBLIC
Printed:



Lori C Pongratz
My Commission DD116767
Expires June 1, 2006

I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF REGISTERED AGENT.

Jacalyn N. Kolke
JACALYN N. KOLK
Registered Agent
4116 North Highway 231
Panama City, FL 32412

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared
Jacalyn Kolke to me personally known or who has produced
(personally known) as identification and known to
be the person described in and who signed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed the same freely and voluntarily for the uses and
purposes herein expressed.

WITNESS my hand and official seal this 28th day of May
2003.



Sherri Corley
MY COMMISSION # CC864315 EXPIRES
August 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

SEAL

NOTARY PUBLIC
Printed:

Sherri Corley