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FOWLER WHITE

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Division of Corporations

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To:

Division of Corporations
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From:

Account Name : FOWLER WHITE BOGGS BANKER - JACKSONVILLE
Account Number : 120040000146
Phone : (904)598-3100
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FLORIDA PROFIT CORPORATION OR P.A.

CMS Acquisition, Inc.

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
CMS ACQUISITION, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation (the "Corporation"):

ARTICLE I

Name

The name of the Corporation is CMS Acquisition, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 100 First Avenue South, Suite 400, St. Petersburg, Florida 33701.

ARTICLE III

Shares

The Corporation shall have authority to issue 100,000 shares of common stock with a par value of \$1.00 per share. Without action by the shareholders, any or all of the authorized shares may be issued by this Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office in the State of Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is Fowler White Boggs Banker P.A., care of David C. Shobe, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

Incorporator

The name and address of the incorporator are:

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Name

Fowler White Boggs Banker P.A.

Address501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602**ARTICLE VI**
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII
Commencement of Existence

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, on behalf of the incorporator, has hereunto set his hand and affixed his seal this 12 day of November, 2004.

Fowler White Boggs Banker P.A., Incorporator

By Michael E. Gossbrend, Jr.
Name: MICHAEL E. GOSSBREND, JR.
Title: Its Authorized Agent

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for CMS Acquisition, Inc., at the place designated as the registered office, the undersigned Registered Agent hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties accepted hereby, and is familiar with and accepts the duties and obligations as Registered Agent of the aforesaid corporation.

Dated this 12 day of November, 2004.

REGISTERED AGENT:

FOWLER WHITE BOGGS BANKER P.A.

By: Michael E. Goodbread, Jr.

Name: MICHAEL E. GOODBREAD, JR.

Title: Its Authorized Agent

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REGISTERED AGENT

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