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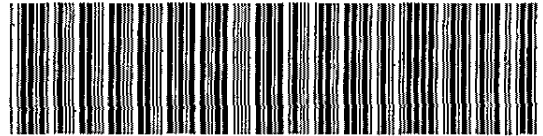
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EFFECTIVE DATE

2-28-05

FILED
05 FEB 14 PM 2:19
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V. Ingram

FEE & JEFFRIES, P.A.
ATTORNEYS AND COUNSELORS AT LAW
BANK OF AMERICA PLAZA, SUITE 3000
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

813.229.8008
813.229.0046 (Fax)

WWW.FEEJEFFRIES.COM

February 8, 2005

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution for Cape Strategies, Inc., Document No. P02000032685
Articles of Incorporation for Cape Strategies, Inc., a new Florida corporation

Dear Sir or Madam:

Enclosed please find the following documents to be filed with the Florida Secretary of State, effective as of February 28, 2005, and the accompanying filing fees:

1. Articles of Dissolution for Cape Strategies, Inc. (Document No. P02000032685), along with a check in the amount of \$35.00 for the filing fee; and
2. Articles of Incorporation for Cape Strategies, Inc., a new Florida corporation, along with a check in the amount of \$70.00 for the filing fee and designation of registered agent.

Please be advised that the shareholder of Cape Strategies, Inc. (Document No. P02000032685) hereby authorizes the use of the name Cape Strategies, Inc. by the new Florida corporation, which will be owned by related parties.

Also enclosed are photocopies of the Articles of Dissolution and the Articles of Incorporation. Please date-stamp and return these copies to me in the enclosed self-addressed, stamped envelope. Thank you for your attention to this matter.

Sincerely,


David M. Jeffries

enclosures

ARTICLES OF INCORPORATION
OF
CAPE STRATEGIES, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE
2-28-05

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Cape Strategies, Inc. and its principal office and mailing address is 15436 North Florida Avenue, Suite 102, Tampa, FL 33613.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on February 28, 2005.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be Bank of America Plaza, Suite 3000, 101 East Kennedy Boulevard, Tampa, Florida 33602-5884, and the initial registered agent of the corporation at such address is David M. Jeffries.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Dorie S. Gude

Bank of America Plaza, Suite 3000
101 East Kennedy Boulevard
Tampa, Florida 33602-5884

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 3rd day of February, 2005.


Dorie S. Gude, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Cape Strategies, Inc., desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates Bank of America Plaza, Suite 3000, 101 East Kennedy Boulevard, Tampa, Florida 33602-5584, the business office of its Registered Agent, as its Registered Office.

Cape Strategies, Inc.

By: Dorie S. Gude
Dorie S. Gude, Incorporator

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

David M. Jeffries
David M. Jeffries, Registered Agent