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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400001414794
-02/24/95--01057--004
*****70.00 *****70.00

SUBJECT: CPD CONSULTING & MGMT., INC.

Enclosed are two original copies of the articles of incorporation and our check for \$ 70.00. Please note that the address of the corporation and the registered agent to be the same. Please contact me at 407-831-1399, should you require additional information.

FROM: CPD CONSULTING & MGMT., INC.
C/O HERMAN SINGH, 500 E. SEMORAN BLVD. STE. 2-J
CASSELBERRY, FL 32707
ATTENTION: MR. CHARLES A. DURBIN

114
2-27-95

ARTICLES OF INCORPORATION

CPD CONSULTING & MGMT., INC.

(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CPD CONSULTING & MGMT., INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME CPD CONSULTING & MGMT., INC.

ADDRESS C/O HERMAN SINGH, 500 E. SEMORAN BLVD. STE. 2-J

CITY CASSELBERRY STATE FLORIDA ZIP 32707

The name and street address of the Initial Registered Agent of this Corporation is:

NAME CHARLES A. DURBIN

ADDRESS C/O HERMAN SINGH, 500 E. SEMORAN BLVD. STE. 2-J

CITY CASSELBERRY STATE FLORIDA ZIP 32707

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial director(s) of the corporation is/are as follows:

NAME CHARLES A. DURBIN

ADDRESS C/O HERMAN SINGH, 500 E. SEMORAN BLVD. STE. 2-J

CITY CASSELBERRY STATE FLORIDA ZIP 32707

NAME

ADDRESS

CITY STATE ZIP

NAME

ADDRESS

CITY

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation are as follows:

NAME CHARLES A. DURBIN

ADDRESS C/O HERMAN SINGH, 500 E. SEMORAN BLVD., STE. 2-J

CITY CASSELBERRY STATE FLORIDA ZIP 32707

NAME

ADDRESS

C I T Y

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8TH Day of FEBRUARY, 1995.

 (seal)

_____ (seal)

_____ (seal)

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

CPD CONSULTING & MGMT., INC.

(name of corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Corporation

at C/O HERMAN SINGH, 500 E. SEMORAN BLVD., STE. 2-J

CASSELBERRY, FL 32707

has named CHARLES A. DURBIN

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)