

P95000026965

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870.

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

55 APR - 4 PM '95
FBI
TALLAHASSEE

1095-7233
AB 4/5/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 11 11:00

RE: C.D.M.S. Inc.

95 APR 11 1995

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

40000014 100004
-0470 795-01102-004
***122.50 ***122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 4, 1995

CAPITAL CONNECTION, INC.
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: C.D.M.S., INC.
Ref. Number: W95000007233

We have received your document for C.D.M.S., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 595A00015218

Corrected.

*Please file as
of April 7th, 1995
Thank-you*

ARTICLES OF INCORPORATION
OF

C.D.M.S. VENTURES, INC.

FILED

95 APR -6 PM 12:16

STATE OF FLORIDA
TALLAHASSEE

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the laws of the State of Florida, Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be C.D.M.S. VENTURES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation shall be 9737 S.W. 98th Street, Miami, Florida 33176. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general purpose of this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas L. Harris, Esq.
9300 S. Dadeland Blvd., Ste. 308
Miami, Florida 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Donald J. Carter	9895 S.W. 96th Street Miami, FL 33176
Scott Denner	9737 S.W. 98th Street Miami, FL 33176
Greg McGann	10303 S.W. 134th Ave Miami, FL 33186
Jane Sacks	8908 S.W. 151 Court Miami, FL 33186

The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is: William P. Harris, Jr., 9300 S. Dadeland Blvd., Ste. 308, Miami, FL 33156.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 3rd day of April, 1995


WILLIAM P. HARRIS, JR., Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of section 607.0501, Florida Statutes, the herein mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

That C.D.M.S. ^{VENTURES, INC.} desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named THOMAS L. HARRIS, located at 9300 S. Dadeland Blvd., Ste. 308, Miami, Florida 33156, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Dated: April 3, 1995


THOMAS L. HARRIS,
as Registered Agent

95 APR - 11 PM 12:16