

P95000027040

1704 N. GOLDENROD, #105
Orlando, FL 32807

MARCH, 1995

Secretary Of State
State Of Florida
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-28-95

RECEIVED
SECRETARY OF STATE
MARCH 28 1995

Gentlemen/Mesdames:

Enclosed, please find:

- * Articles Of Incorporation for C.P.B. CONSULTANTS, INC.
- * A check in the amount of \$122.50 for the following fees,

FILING FEE	\$ 35.00
CERTIFIED COPY	\$ 52.50
DESIGNATION OF REGISTERED AGENT	\$ 35.00

TOTAL \$ 122.50

Please direct all response mail to the undersigned Registered
Resident Agent at 1704 N. GOLDENROD, #105, ORLANDO, FLORIDA 32807.

Very truly yours,



AHMAD BAGHERZADEN
Director/Reg. Resident Agent
C.P.B. CONSULTANTS, INC.

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-04/04/95--01038--002
***122.50 ***122.50

5/4/6

EFFECTIVE DATE

3-28-95

FILED
55 APR -3 1995
CLERK OF DISTRICT COURT
JULIA A. HARRIS

ARTICLES OF INCORPORATION
OF
C.P.D. CONSULTANTS INC.

Article I - Name

The name of this corporation is C.P.D. CONSULTANTS INC.

Article II - Duration

The corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowledgement of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 1704 N. GOLDENROD, #105, ORLANDO, FLORIDA and the name of the initial registered agent of this corporation AHMAD BAGHERZADEH whose address is 1704 N. GOLDENROD, #105, ORLANDO FLORIDA 32807.

Article VI - Initial Board Of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from the time by the Bylaws, but shall never be less than three (3). The name and address of the initial Directors of this Corporation are:

AHMAD BAGHERZADEH	1704 N. GOLDENROD, #105 ORLANDO, FL 32807
HARRY PEEMOLLER	1704 N. GOLDENROD, #105 ORLANDO, FL 32807
BEVERLY CHITWOOD	1704 N. GOLDENROD, #105 ORLANDO, FL 32807

Article VII - Incorporator

The name and address of the person signing these Articles is:

AHMAD BAGHERZADEH	1704 N. GOLDENROD, #105 ORLANDO, FL 32807
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Article VIII - Amendment

this Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the Shareholders is subject to this reservation.

Article IX - Preemptive Rights

Every Shareholder, upon the Sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

Article X - Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article XI - Voting

At each election every Shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by a majority of the votes cast.

Article XII - By-Law

The By-Laws of this Corporation may be adopted, altered, amended or replaced by the Shareholders.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation this 28 day MARCH, 1995.

STATE OF FLORIDA
COUNTY OF ORANGE


AHMAD BAGHERZADEH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared AHMAD BAGHERZADEH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 28 day of MARCH, 1995.

My commission Expires:

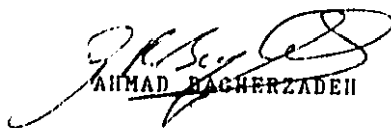




ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, hereby accepts and designation as
Resident Agent of C.P.B. CONSULTANTS, INC. As
contained in the foregoing Articles of Incorporation and
agrees to provide the services as required or as may be
required under the provisions, laws and statutes of the
State of Florida.

Dated: This 28 day of MARCH, 1995.

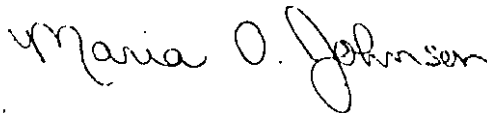

AHMAD BAGHERZADEH

STATE OF FLORIDA
COUNTY OF ORANGE

95 APR -3 10 11
CLERK OF DISTRICT COURT
JULIA E. BROWN
CLERK OF DISTRICT COURT

BEFORE ME, a Notary Public authorized to take acknow-
ledgments in the State and County set forth above, personally
appeared AHMAD BAGHERZADEH known by me to be the person
who executed the foregoing ACCEPTANCE, and he acknowledged
before me that he executed this ACCEPTANCE.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the State and County aforesaid
this 28 day of MARCH, 1995.



My Commission Expires:



MARIA O. JOHNSON
COMMISSION # 00423850
EXPIRES NOV. 30, 1998
ALAN NOTARY SERVICE
1-800-426-0840