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**BC&W**  
**BROWN CLARK & WALTERS**  
ATTORNEYS AT LAW  
TALLAHASSEE, FLORIDA

Robert L. Brown  
Donald D. Clark  
Lawrence R. Diamond  
Thomas J. Hartman  
Jack Klugehohn  
Vincent J. Laro  
Stuart J. Levine  
Carolyn E. McDevitt  
Lance M. Milonas\*\*  
Shane T. Munoz  
Douglas E. Polk  
Geoffrey E. Rice  
Glenn S. Siegel\*\*\*  
Peter J. Skokos  
James L. Thomson  
Joel W. Walters

April 5, 1995

**PERSONAL & CONFIDENTIAL**

Ms. Susan Payne  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Additional Jurisdictions  
John F. Brown - KY  
Lawrence R. Diamond - PA, NJ  
Geoffrey E. Rice - IL  
Joel W. Walters - MO

\* Board Certified Real Estate Attorneys  
\*\* Board Certified Tax Attorneys  
\*\*\* Board Certified Civil Trial Attorneys  
† Certified Circuit Court Mediator  
‡ Admitted to Connecticut only

REPLY TO  
Sarasota  
0567-003

Re: CFT Consulting, Inc.

Dear Ms. Payne:

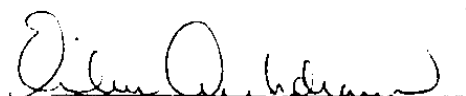
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-04/10/95--01005--004  
\*\*\*\*122.50 \*\*\*\*122.50

Pursuant to our telephone conversation of this morning, please find enclosed an executed signature page and Acceptance as Registered Agent for the above-referenced corporation. As I understand it, you are holding the articles of incorporation and will file them upon receipt of the enclosed.

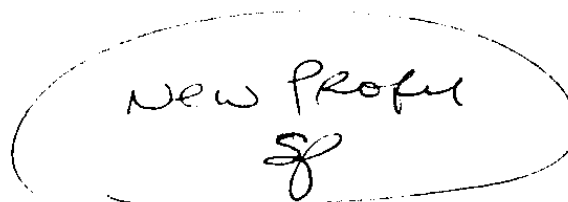
I appreciate your assistance in this matter.

Sincerely yours,

BROWN CLARK & WALTERS,

  
Eileen Archdeacon, Secretary to  
Lance M. Milonas

/ea  
Enclosures



**BC&W**  
**BROWN CLARK & WALTERS**  
PROFESSIONAL ASSOCIATION  
ATTORNEYS & COUNSELLORS AT LAW

March 20, 1995

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: CFT Consulting, Inc.

Dear Sir or Madam:

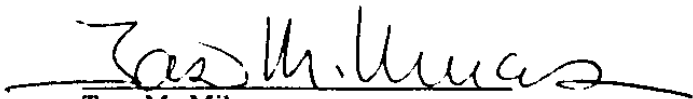
The undersigned represents the above-referenced corporations. The corporation wishes to withdraw as a foreign corporation and file as a Florida corporation using its same name. Accordingly, we are enclosing an original Application by Foreign Corporation for Withdrawal and original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, along with checks in the amount of \$35.00 and \$122.50 respectively, to cover the filing fees.

Upon filing the Withdrawal, please have the Articles filed, certify the enclosed copy and return the certified copy. Also, please acknowledge receipt of this letter and the enclosures by date stamping the attached copy of this letter and returning it and copy of the Articles to me in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.

  
Taso M. Milonas

TMM/ea  
Enclosures

Theresa L. Brown  
John E. Brown  
Douglas D. Cook  
Lawrence R. Diamond  
Douglas I. Diamond  
Jack S. Hugginsworth  
Gordon J. Lutz  
William Lee Levine  
Caroleen E. McDevitt  
Taso M. Milonas  
Sharon L. Murphree  
Douglas I. Pohl  
Gordon J. Rice  
Glenn S. Siegel  
Peter Z. Skolnik  
James E. Thompson  
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† Certified Circuit Court Mediator  
†† Admitted to Connecticut only

REPLY TO  
Sarasota  
0567-003

ARTICLES OF INCORPORATION  
OF  
CFT CONSULTING, INC.

FILED  
MAY 7 1961  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

CFT CONSULTING, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1605 Main Street, Suite 1109  
Sarasota, Florida 34236

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1819 Main Street, Suite 1100, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Taso M. Milonas. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such

lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
W. Kenneth Morris	1605 Main Street, Suite 1109 Sarasota, Florida 34236
Kenneth Goldberg	1605 Main Street, Suite 1109 Sarasota, Florida 34236

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Taso M. Milonas	1819 Main Street, Suite 1100 Sarasota, Florida 34236

## ARTICLE X

### Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.


(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

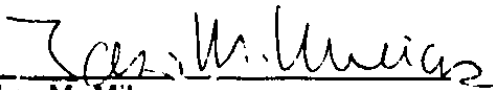
  
Taso M. Milonas

CFT CONSULTING, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Taso M. Milonas, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 20<sup>th</sup> day of March, 1995.

  
Taso M. Milonas