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CRAIG S. PEARLMAN
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I ALSO MEMBER OF DC & WEST VIRGINIA BAR
I ALSO MEMBER OF NEW YORK & TEXAS BAR

January 4, 1996

VIA FEDERAL EXPRESS

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***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

Re: CI & ASSOCIATES, INC.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.

M. F. Stamp
By: Martin F. Stamp

MFS/bob

Enclosures

789,503,671
2/96-752

CLASS\LTR-SEC.STA

FILED
96 JAN 25 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN 26 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 10, 1996

MARTIN F. STAMP, ESQ.
POST OFFICE BOX 1913
ORLANDO, FL 33802-1913

SUBJECT: CI & ASSOCIATES, INC.
Ref. Number: W96000000752

We have received your document for CI & ASSOCIATES, 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 196A00001225

**ARTICLES OF INCORPORATION
OF
CITRUS INTERNATIONAL & ASSOCIATES, INC.**

FILED
96 JAN 25 AM 8:59
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CITRUS INTERNATIONAL & ASSOCIATES, INC. and its principal place of business and mailing address is 455 South Orange Avenue, Suite 302, Orlando, Florida 32801.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 South Orange Avenue, Suite 900, Orlando, Florida and the name of the initial registered agent of this corporation at that address is Martin F. Stamp.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Martin F. Stamp
201 South Orange Avenue, Suite 900
Orlando, Florida 32801

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of January, 1996.

Martin F. Stamp
Martin F. Stamp, Incorporator

STATE OF FLORIDA

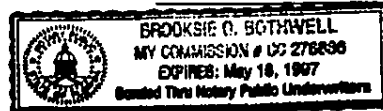
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of January, 1996, by Martin F. Stamp, who is personally known to me or who has produced N/A as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Brooksie O. Bothwell
Print: Brooksie O. Bothwell
State of Florida at Large
My Commission Expires:

Commission No. _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for CITRUS INTERNATIONAL & ASSOCIATES, INC., hereby accepts such appointment this 23rd day of January, 1996, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Martin F. Stamp

FILED
96 JAN 25 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA