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STEVENS LEGAL SERVICES  
362 W. STORY RD.  
OCFEE, FL 34761  
407-877-2545

April 5, 1996

Secretary of State  
Corporate Division  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

RECEIVED  
04/09/96-01111-012  
000122.50 000122.50

Re: CACTUS CONSULTANTS OF ORLANDO, INC.

Gentlemen:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is my company check for the sum of \$122.50, covering the fees and charges for the items listed below, as indicated:

1. Articles of Incorporation filing fee, \$35.00
2. Certified copy of Articles Of Incorporation, \$52.50
3. Registered Agent Designation Filing Fee, \$35.00

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

*Irvin J. Stevens*  
IRVIN J. STEVENS

FILED  
96 APR -9 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IJS/ijs

Enclosures

*DmC*  
*4/15/96*

COAIFL

**ARTICLES OF INCORPORATION  
OF  
CACTUS CONSULTANTS OF ORLANDO, INC**

**FILED**

96 APR -9 AM 10:50

SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be CACTUS CONSULTANTS OF ORLANDO, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of State, Corporate Division, Florida. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of BUSINESS CONSULTING, and FINANCIAL PUBLIC RELATION, engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a

Articles Of Incorporation Of CACTUS CONSULTANTS OF ORLANDO, INC

period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be TWO (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: .

President: James C. Cassidy  
2523 Citrus Club lane  
Orlando, FL 32839

Vip-President: John L. Ruggeri  
2523 Citrus Club Lane  
Orlando, FL 32839

#### **ARTICLE VIII. INDEMNIFICATION**

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

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

3001 Aloma Ste #107  
Winter Park, FL 32792

The name of the individual who shall serve as this corporation's initial registered agent at that address is: .

John L. Ruggeri

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

John L. Ruggeri  
3001 Aloma Ste # 107  
Winter Park, FL 32792

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
John L. Ruggeri - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of CACTUS CONSULTANTS OF ORLANDO, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for CACTUS CONSULTANTS OF ORLANDO, INC.

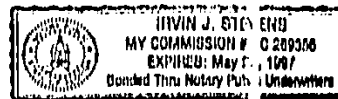
  
\_\_\_\_\_  
John L. Ruggeri - Registered Agent

State Of FLORIDA  
County Of ORANGE

Articles of Incorporation of CACTUS CONSULTANTS OF ORLANDO, INC

On April 5, 1996, John L. Ruggieri, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of CACTUS CONSULTANTS OF ORLANDO, INC.

Irvin J. Stevens  
Notary Public



IRVIN J. STEVENS  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)