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JUSTIN EDWARD BEALS
ATTORNEY AT LAW

THE WORLD TRADE CENTER
SUITE 2000
80 SOUTHWEST 8TH STREET
MIAMI, FLORIDA 33130

TEL (305) 370-0884
FAX (305) 371-0180

April 18, 1996

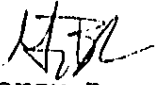
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Gentlemen:

Enclosed please find Articles of Incorporation for CARDINAL CAPITAL CONSULTING, INC. and our office check in the amount of \$74.50 to cover the filing fee and fee for registered agent designation. Also enclosed is a self-addressed envelope for the return of the Articles after recording.

Very truly yours,


Mercy Baranda
Secretary to Justin Edward Beals

/mb

Enclosures

200001790252
-04/23/96--01066--001
*****74.50 *****74.50

FILED
95 APR 22 AM 10:09
STATE
TALLAHASSEE, FLORIDA

D. BROWN APR 24 1996

ARTICLES OF INCORPORATION
OF
CARDINAL CAPITAL CONSULTING, Inc.
A Florida Corporation

FILED
20 APR 22 10:10:09
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporator named below a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I

Name. The name of this corporation is:

CARDINAL CAPITAL CONSULTING, Inc.

and the initial principal address of the corporation is:

14201 S.W. 16th Street
Davie, Florida 33325

ARTICLE II

Term. This corporation shall exist perpetually, unless dissolved according to law.

ARTICLE III

Purpose. The purpose for which this corporation is organized is to establish a new consulting firm in the Davie, Florida area; and also to carry on all other lawful activities in which a Florida corporation may engage.

ARTICLE IV

Registered Office and Agent. The street address of the

Initial registered office of this Corporation is:

The World Trade Center
Suite 2000
80 S.W. 8th Street
Miami, FL 33130

and the name of the initial registered agent at such address is :

JUSTIN EDWARD BEALS

ARTICLE V

Board of Directors. The Corporation shall have no less than one (1) member of the initial Board of Directors. The number of Directors may be increased or decreased from time to time pursuant to the ByLaws of the Corporation, but shall never be less than one.

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall have qualified, are as follows

NAME

Justin Edward Beals

ADDRESS

80 S.W. 8th Street
Suite 2000
Miami, FL 33130

ARTICLE VI

Capital Stock. The aggregate number of shares of stock that this Corporation shall have authority to issue is one thousand (1,000) shares of one dollar (\$1.00) per share par value common stock. The Corporation shall have only one class of stock.

ARTICLE VII

Incorporator. The name and address of the incorporator is:

NAME


Justin Edward Beals

ADDRESS

80 S.W. 8th Street
Suite 2000
Miami, FL 33130

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation.

Dated on April 18, 1996.


Justin Edward Beals

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 18th day of April, 1996 by Justin Edward Beals who is personally known to me or who produced as identification and who did take an oath.

sign 

print GINA M. DINUNZIO

Notary Public
State of Florida at Large

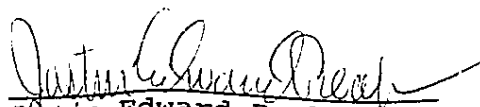
My commission expires:

OFFICIAL NOTARY SEAL
GINA M. DINUNZIO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC340260
MY COMMISSION EXPI. JAN. 6, 1999

FILED
66 APR 22 AM 10:09
CLERK OF DISTRICT COURT
STATE OF FLORIDA

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above Corporation at the address designated in the Articles of Incorporation, Justin Edward Beals hereby accepts and agrees to serve as registered agent and agrees to comply with the provisions of the Florida Statutes, as amended, relative to keeping said office open.


Justin Edward Beals