

1201 HAYS STREET

TALLAHASSEE, FL 32301-2000

904-222-0177
904-222-0178 FAX

800-342-8886

P96000058857



networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

96 JUL 12 PM 4:20

DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 018637 8739A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyzdek

ORDER DATE : July 12, 1996

ORDER TIME : 2:43 PM

ORDER NO. : 018637

CUSTOMER NO: 8739A

700001892887

CUSTOMER: Ms. Nancy Gill
SIEGEL & LIPMAN

Suite 801
5355 Town Center Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: BRIAN CUDMORE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

gh
7/15/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 AM 10:04

96 JUL 12 AM 10:04

ARTICLES OF INCORPORATION
OF
BRIAN CUDMORE, INC.

ARTICLE 1

NAME

The name of this Corporation is BRIAN CUDMORE, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be
2304 NW 67th Street, Boca Raton, FL 33496.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 2304 NW 67th
Street, Boca Raton, FL 33496.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business
permitted under the laws of the United States and the State of
Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall
have authority to issue is One Thousand (1,000) shares of Common
Stock, having a par value of ONE DOLLAR (\$1.00) per share, which

shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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 may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

DIRECTORS

This Corporation shall have three (3) Directors. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than three.

The names and post office addresses of the members of the first Board of Directors are:

Brian James Cudmore
2304 NW 67th Street
Boca Raton, FL 33496

Alina A. Cudmore
2304 NW 67th Street
Boca Raton, FL 33496

Terence R. Cudmore
8075 Twin Lake Drive
Boca Raton, FL 33496

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2304 NW 67th Street, Boca Raton, FL 33496, and the name of the initial registered agent of this Corporation at that address is BRIAN JAMES CUDMORE.

ARTICLE 9

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is BRIAN JAMES CUDMORE.

ARTICLE 10

CUMULATIVE VOTING

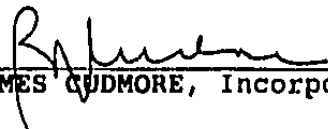
At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 11

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 9 day of July, 1996.

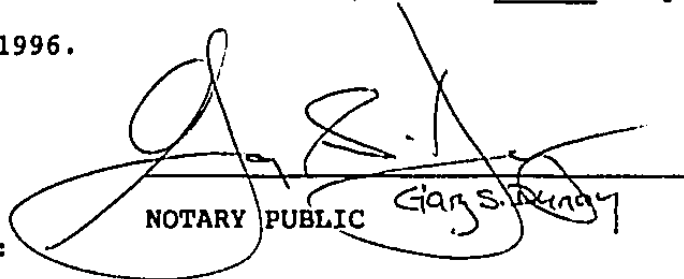

BRIAN JAMES CUDMORE, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared BRIAN JAMES CUDMORE, who, after being duly sworn by me on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledged that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 9th day of July, 1996.

MY COMMISSION EXPIRES:


NOTARY PUBLIC Gary S. Dunay



GARY S DUNAY
My Commission CC386137
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 12 AM 10:05

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
BRIAN CUDMORE, INC.

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

BRIAN CUDMORE, INC., desiring to organize under the laws of
the State of Florida, with its registered office as indicated in
the Articles of Incorporation, has named BRIAN JAMES CUDMORE,
located at 2304 NW 67th Street, City of BOCA RATON, County of PALM
BEACH, State of FLORIDA, as its registered agent for service of
process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.


BRIAN JAMES CUDMORE

AGENT.COR