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LAW OFFICES  
MICHAEL J. CANAN  
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August 10, 1996

Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

900001924529  
-08/16/96--01069--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Madam/Sir:

Enclosed are Articles of Incorporation for Herold Consulting, Inc., Designation of and Acceptance by Resident Agent, and a check in the amount of \$122.50. The check covers fees for the following: (i) filing Articles of Incorporation (\$35), (ii) designation of and acceptance by registered agent (\$35), and (iii) a certified copy of Articles of Incorporation (\$52.50).

Sincerely yours,

  
Michael J. Canan

Enclosures

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

8-20-96  
KR

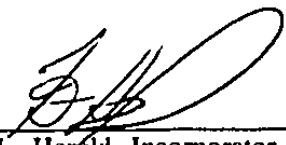
**ARTICLES OF INCORPORATION**  
**OF**  
**HEROLD CONSULTING, INC.**

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STATE

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Herold Consulting, Inc. (the "Corporation").
2. The principal office of the Corporation is 743 Hillcrest Drive, N.W., Bradenton, Florida 34209.
3. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$1.00.
4. The street address of the initial registered office of this Corporation is 20 N. Orange Avenue, Suite 1400, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is Michael J. Canan.
5. The name and address of the person signing these Articles of Incorporation as incorporator is Frank L. Herold.
6. The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

Dated: August 7, 1996.

  
\_\_\_\_\_  
Frank L. Herold, Incorporator

STATE OF Florida )  
 ) SS.  
COUNTY OF Manatee )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Frank L. Herold, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, this 7th day of August, 1996.

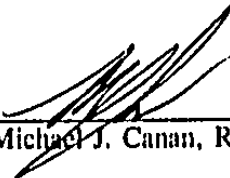
Patricia L. McClure  
Notary Public, State of Florida  
at Large  
My Commission expires: \_\_\_\_\_

PATRICIA L. McCLURE  
Notary Public, State of Florida  
My Comm. Expires June 25, 1998  
No. CC 374837  
Bonded Thru Official Notary Service

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Herold Consulting, Inc., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: August 8, 1996.

  
\_\_\_\_\_  
Michael J. Canan, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA