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GAINESVILLE, FLORIDA 32600

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1996

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PARALEGAL
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*WILLS *TRUSTS *PROBATE
*REAL ESTATE *BUSINESS LAW
*SPANISH *CREOL *DE HANLA ESPANOL

Secretary of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

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Re: Articles of Incorporation
The Competitive Edge Management Group, Inc.

Dear Sir or Madame:

Enclosed please find the following documents:

1. Articles of Incorporation for The Competitive Edge Management Group, Inc., together with a duplicate copy for certification.
2. Our check in the amount of \$122.50 to cover the following costs:

Filing fee	\$35.00
Registered Agent fee	35.00
Certified copy	<u>52.50</u>
	\$122.50

Please return the certified copy of Articles of Incorporation in the enclosed envelope addressed to our office. Thank you for your cooperation in this matter.

Sincerely yours

J. Steven Graves

JSG:ddh
Enclosures

PA 10/10/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE COMPETITIVE EDGE MANAGEMENT GROUP, INC.

ARTICLE I - NAME

The name of this corporation is THE COMPETITIVE EDGE MANAGEMENT GROUP, INC. The principal place of business of this corporation shall be 3560 NW 34th Street, Gainesville, Florida, 32605. The mailing address shall be Post Office Box 5575, Gainesville, Florida, 32602-5575.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Cent (\$.01) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3560 NW 34th Street, Gainesville, Florida, 32605, and the name of the initial registered agent of this corporation at that address is JERRY M. WALLER. The principal office and its mailing address are the same as for the registered agent.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director.

The name and address of the initial Board of Directors of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
<u>JERRY M. WALLER</u>	<u>3560 NW 34th Street</u> <u>P.O. Box 5575</u> <u>Gainesville, FL 32602</u>

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
<u>JERRY M. WALLER</u>	<u>3560 NW 34th Street</u> <u>P.O. Box 5575</u> <u>Gainesville, FL 32602</u>

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this

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TALLAHASSEE, FLORIDA

reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3rd day of October, 1996.

Jerry M. Waller

JERRY M. WALLER, Incorporator

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JERRY M. WALLER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of October, 1996.



[SEAL]

Dorothy D. Haworth

Notary Public, State of Florida

Print Name: _____

Commission Expires: _____

Commission No.: _____

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

Dated this 3rd day of October, 1996.

Jerry M. Waller

JERRY M. WALLER
Registered Agent