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Payne Financial Group

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Florida Department of Corporations
409 Gains Street
Tallahassee, FL 32399

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-10/29/96--01095--008
****122.50 ****122.50

Re: Articles of Incorporation for CB Business Consulting, Inc.

Dear Clerk:

Enclosed please find the following: one (1) original and one (1) photocopy of the articles of incorporation for the above referenced entity, a pre-addressed, stamped envelope and a check made payable to Florida Department of Corporations in the amount of \$122.50. This amount represents payment in full of the fees required to properly file the enclosed articles. Once the enclosed articles have been filed kindly return a stamped copy to me in the envelope provided.

Thank you in advance for your anticipated cooperation and prompt attention to this matter. Should you require any additional information please contact me at (954) 783-6992.

Sincerely,

J. Bonnell
Janice Bonnell

:jb

encl.

FILED
96 OCT 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]
10/29



**ARTICLES OF INCORPORATION
OF
CB BUSINESS CONSULTING, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the state of: Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **CB BUSINESS CONSULTING, INC.** and its principal office shall be located at: 750 E. Sample Rd., Ste 206, Pompano Beach, FL 33064.

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the state of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this corporation shall be authorized to issue and have outstanding at any one time shall be **1,000** shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

FILED
96 OCT 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V
**REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this corporation in the state of Florida shall be **750 E. Sample Rd., Ste 206, Pompano Beach, FL 33064.**

ARTICLE VI
BOARD OF DIRECTORS

The name and address of the initial Directors of this Corporation are:

Name	Address
Thomas C.	705 E. Sample Rd., Ste 206 Pompano Beach, FL 33064

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is **Thomas C. Payne**, and his address is **750 E. Sample Rd., Ste 206, Pompano Beach, FL 33064**

ARTICLE IX
INDEMNIFICATION


The corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his/her official capacity. This corporation shall not indemnify any director or officer in any action or suite, threatened, pending or completed, brought by him/her against the corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the corporation, or serving at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

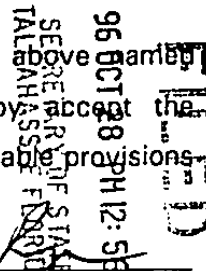
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE OF SERVICE OF PROCESS**

CB Business Consulting, Inc., a corporation existing under the laws of the State of Florida with its principal office at **750 E. Sample Rd., Ste 206, Pompano Beach, FL 33064** has named **Thomas C. Payne** who address is **750 E. Sample Rd., Ste 206, Pompano Bch., FL 33064**, as its agent to accept service of process within the state of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in the Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

By: 
Thomas C. Payne
Registered Agent



ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on October 18, 1996.



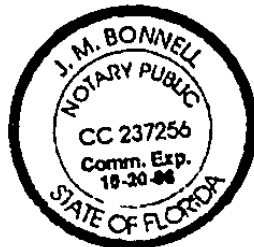
Thomas C. Payne
Incorporator

State of Florida)

) ss:

County of Florida)

The foregoing instrument was acknowledged before me this 18 day of October, 1996, by Thomas C. Payne, as Incorporator, who is personally known to me or has produced N/A as identification and did take on oath.





Notary Public State of Florida