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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 158010 4323852

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 18, 1996

ORDER TIME : 9:48 AM

ORDER NO. : 158010-005

EFFECTIVE DATE

CUSTOMER NO: 4323852

11-14-96

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-11/18/96--01014--003
***122.50 ***122.50

CUSTOMER: Mary Fendle, Legal Assistant
DEAN MEAD EGERTON BLOODWORTH
CAPOUANO & BOZARTH, P.A.
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

DOMESTIC FILING

NAME: CTS SALES & MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 NOV 18 PM 1:25
RECEIVED
96 NOV 18 12 10 41
DIVISION OF CORPORATION

Kr
11.18.96

ARTICLES OF INCORPORATION
OF

CTS SALES & MARKETING, INC.

EFFECTIVE DATE

11-14-96

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SECRETARY OF STATE
FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be CTS Sales & Marketing, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 7001 Harbor Heights Drive, Orlando, Florida, 32835, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 7001 Harbor Heights Drive, Orlando, Florida, 32835. The Board of Directors may

from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Allen W. Sherwin. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Allen W. Sherwin	7001 Harbor Heights Drive Orlando, Florida 32835

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
Allen W. Sherwin	7001 Harbor Heights Drive Orlando, Florida 32835

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful

business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

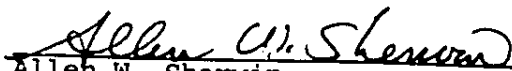
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 14th day of November, 1996.


Allen W. Sherwin

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Allen W. Sherwin

Date: November 14, 1996

FILED
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STATE