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Hayes & Lindell, P.A.  
ATTORNEYS AND COUNSELORS AT LAW  
SUITE 620, BLACKSTONE BUILDING  
233 EAST BAY STREET  
JACKSONVILLE, FLORIDA 32202

November 26, 1996

J. MICHAEL LINDELL  
BOARD CERTIFIED  
CIVIL TRIAL LAWYER  
DENNIS E. HAYES  
ADMITTED TO FLORIDA  
AND GEORGIA BARS

TELEPHONE  
(904) 353-8000  
TELECOPIER  
(904) 633-9861

The Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
1-1-97

100002017611--0  
-12/03/96--01050--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CSII Management Services, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	52.50
Fee for Filing Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

Please file the original Articles and Certificate of Registered Agent, certify the copies and return the certified copies to me. Should you need anything further in connection with this matter, please advise.

Sincerely,

  
Dennis E. Hayes

DEH/nl  
Enclosures  
CARR.K1SecSt.LTR  
96-1261760-1

FILED  
96 DEC -2 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KL  
12-5-96

ARTICLES OF INCORPORATION  
OF  
CSII MANAGEMENT SERVICES, INC.

EXPIRATION DATE  
1-1-97

FILED  
95 DEC -2 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is CSII Management Services, Inc. The corporation's initial principal office and mailing address are located at 1638 Rivergate Trail, Jacksonville FL 32223.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on January 1, 1997.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville FL 32202, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kim Carr	1638 Rivergate Trail Jacksonville FL 32223
Ronald I. Carr	1638 Rivergate Trail Jacksonville FL 32223

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kim Carr	1638 Rivergate Trail Jacksonville FL 32223

ARTICLE VIII  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 26 day of nov, 1996.

 (SEAL)  
Kim Carr, Incorporator

STATE OF FLORIDA }  
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 26 day of November, 1996, by Kim Carr, who is personally known to me, or who has produced her drivers license or other type of identification Fla. Drivers License and who did take an oath.



Notary Public, State of Florida  
REBECCA ANN HOTCHKISS  
My Comm. Exp. Dec. 27, 1996  
Comm. No. CC 248182

Rebecca Ann Hotchkiss  
Notary Public  
My Commission Expires: 12-27-96

\_\_\_\_\_  
(Typed, Stamped or Printed)

\_\_\_\_\_  
Serial Number (if any)

Carr, KVArticles  
96-1261760-1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, CSII Management Services, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 1638 Rivergate Trail, Jacksonville FL 32223, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620, Jacksonville FL 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon CSII Management Services, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620, Jacksonville FL 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 26th day of November, 1996.

  
Dennis E. Hayes, as Registered Agent