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TALLAHASSEE, FL 32301-2607  
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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 177033 11934A

AUTHORIZATION :

*Patricia Pizguet*

COST LIMIT : \$ 122.50

RECEIVED  
95 DEC -5 PM 3:24

FILED

96 DEC -5 PM 4:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 5, 1996

ORDER TIME : 1:05 PM

CLIENT HAS ALREADY RESERVED  
NAME

ORDER NO. : 177033-005

CUSTOMER NO: 11934A

600002021496--5

CUSTOMER: Ms. Ann Finnerty  
MOLLOY JAMES & PETERSON  
325 South Boulevard  
Tampa, FL 33606

DOMESTIC FILING

NAME: THE CACTUS GROUP, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: \_\_\_\_\_

*TH*  
*12-5-96*

ARTICLES OF INCORPORATION  
OF  
THE CACTUS GROUP, INC.

FILED  
96 DEC -5 PM 4: 03  
SECRET, STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE CACTUS GROUP, INC.

The address of the principal office of this corporation shall be 611 West Bay Street, Tampa, Florida 33606, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michael Shimberg  
Dir.

611 West Bay Street  
Tampa, Florida 33606

Bryan Saunders  
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Shimberg  
Pres./Treas.

611 West Bay Street  
Tampa, Florida 33606

Bryan Saunders  
Vice Pres./Sec.

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 5, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FILED  
96 DEC -5 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACG/cdf