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LAW OFFICE OF
RICHARD J. DAFONTE, P.A.

Richard J. DaFonte
Attorney & Counselor at Law

1000 Belcher Road South, Suite 2
Largo, Florida 34641
(813) 536-8882
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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300002022903--2
-12/06/96--01109--007
*****70.00 *****70.00

Re: CAMBRIDGE INTERNATIONAL, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00.

Please file the original and return to me a certified copy of the same. Thank you.

Very truly yours,



RICHARD J. DAFONTE

RJD/kd

Enclosures

FILED
96 DEC -6 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/9/96

FILED

96 DEC -6 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAMBRIDGE INTERNATIONAL, INC.

ARTICLE I

Name and Location

1.1. The name of the corporation is CAMBRIDGE INTERNATIONAL, INC. The mailing address of the corporation is 3749 Woodridge Place, Palm Harbor, Florida 34684.

ARTICLE II

Duration

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

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of wholesaling goods and transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 1000 Belcher Road South, Suite 2, Largo, Florida 34641, and the name of the initial registered agent of this corporation is RICHARD J. DAFONTE, ESQUIRE.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

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

7.3 The name and address of the initial director of this corporation is: Robert A. Bresee, 3749 Woodridge Place, Palm Harbor, Florida, 34684.

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

Robert A. Bresee
3749 Woodridge Place
Palm Harbor, Florida 34684

ARTICLE IX

Indemnification

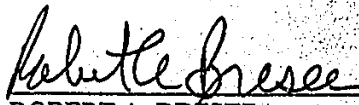
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 13 day of November, 1996.

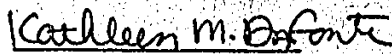


ROBERT A. BRESEE
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ROBERT A. BRESEE, who presented his Drivers license as identification, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 13 day of November, 1996.



NOTARY PUBLIC
My Commission Expires:



KATHLEEN M. DAFONTE
COMMISSION # CC21773
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

FILED

CONSENT OF REGISTERED AGENT 96 DEC -6 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for CAMBRIDGE INTERNATIONAL, INC. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


RICHARD J. DAFONTE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared RICHARD J. DAFONTE, and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 13 day of November, 1996.



NOTARY PUBLIC

My Commission Expires:



If to the Corporation, at:

3749 Woodridge Place
Palm Harbor, Florida 34684

or at such other address that either party may designate by notice in accordance with this paragraph.

CAMBRIDGE INTERNATIONAL, INC.
a Florida corporation

By: Debbie L. Bresee
DEBBIE L. BRESEE, President

RICHARD J. DAFONTE, P.A.

By: Richard J. Dafonte
RICHARD J. DAFONTE

RESOLUTION

THE UNDERSIGNED, being all of the directors of CAMBRIDGE INTERNATIONAL, INC., a Florida corporation ("the Corporation"), hereby consent to the following action without a meeting in accordance with Section 607.134, Florida Statutes:

1. The Registered Agent Agreement attached hereto between the Corporation and Richard J. DaFonte, is hereby ratified and approved.


ROBERT A. BRESEE, Director

REGISTERED AGENT AGREEMENT

AGREEMENT MADE THIS 12th day of November, 1996, by and between **CAMBRIDGE INTERNATIONAL, INC.**, a Florida corporation ("Corporation"), and **RICHARD J. DAFONTE, P.A.**

IN CONSIDERATION of the mutual covenants contained herein, the parties agree as follows:

1. The Corporation appoints Richard J. DaFonte, P.A. as its Registered Agent, and Richard J. DaFonte, P.A. accepts such appointment and agrees to act as the Corporation's Registered Agent in accordance with Section 607.034, Florida Statutes.

2. Upon service on Richard J. DaFonte, P.A. of process directed to the Corporation, Richard J. DaFonte, P.A. shall deliver such process and all attachments and exhibits received therewith to the Corporation, but Richard J. DaFonte, P.A. shall have no obligation to the Corporation to obtain or provide legal representation to or for the benefit of the Corporation.

3. Richard J. DaFonte, P.A. shall have no obligation as Registered Agent other than as specified herein, and the Corporation agrees to indemnify and hold Richard J. DaFonte, P.A. harmless from any claim or damage of any kind alleged against Richard J. DaFonte, P.A. arising out of its acceptance of this appointment, including costs, expenses and reasonable attorney's fees.

4. Any notice or delivery required hereby shall be in writing and shall be delivered by hand or by U.S. Certified Mail, postage prepaid, to the following addresses:

If to Richard J. DaFonte, P.A., at:

1000 Belcher Road South
Suite 2
Largo, Florida 34641