

C & A MARKETING & MANAGEMENT, INC.

5407 Boggy Creek Road
Orlando, FL 32824-9226

Phone: 407-240-0408

Fax: 407-240-0257

December 9, 1996
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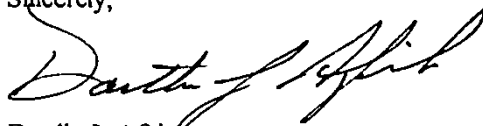
Department of State
Division of Corporations
George Firestone Blvd.
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for a new corporation, C & A Marketing and Management, Inc.

Please process the enclosed Articles of Incorporation. Enclosed herewith is a check for \$122.50 for processing fees.

If you have any questions, please feel free to contact me at your convenience.

Sincerely,



Dartlin J. Africh
President

Encs.
DJA/ejm

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
C & A MARKETING & MANAGEMENT, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

C & A MARKETING & MANAGEMENT, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5407 Boggy Creek Road
Orlando, Florida 32824

**ARTICLE III
CAPITAL STOCK**

This corporation has authority to issue an aggregate of One Thousand (1,000) shares of capital stock, all of which are designated common stock having (\$0.01) par value per share.

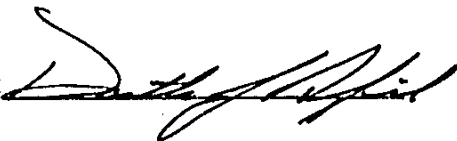
**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

DARTLIN J. AFRICH
5407 Boggy Creek Road
Orlando, Florida 32824

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"

Signature: _____



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TALLAHASSEE FLORIDA

ARTICLE V
INCORPORATOR(S)

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

DARTLIN J. AFRICH
5407 Boggy Creek Road
Orlando, Florida 32824

PURPOSE

The purpose of the corporation is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law.

CUMULATIVE VOTING

In the election of the directors, each Shareholder of record shall have the right to multiply the number of votes to which he is entitled by the number of directors to be elected, and to cast all such votes for one candidate, or distribute them among any two or more candidates.

CORPORATE ACTION OF SHAREHOLDERS

If shareholder action or approval is required by law in connection with the amendment, of these articles or any merger, consolidation, transfer of corporate assets or dissolution of or involving the corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than two thirds (2/3) of the number of shares entitled to vote on the particular question.

SHAREHOLDERS' CONSENTS

Whenever the affirmative vote of Shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that PROPORTION of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

DIRECTORS

Section 1. Number of Directors. The number of directors of the corporation shall be such number as shall be designated in the By-Laws, or if not so designated, as shall be elected from time to time by the shareholders.

Section 2. Directors Proxies. Any director absent from a meeting of the Board of Directors or

any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

Section 3. The business and affairs of this corporation shall be managed, and all the corporate powers thereof shall be vested in and exercised by the Board of Directors, unless and until otherwise provided by the by-laws of this corporation.

The Board of Directors shall have authority to make and alter by-laws, fix their own qualifications, classifications or terms of office, and fix or increase their compensation, subject to the powers of the shareholders to change or repeal the by-laws so made.

Unless or until otherwise provided in the by-laws, the Directors shall hold office until their successors have been duly elected and qualified, and the number, qualification, classification, terms of office, manner of election, time and places of meetings and powers and duties of the Directors shall be from time to time fixed by the by-laws.

The general annual meeting of the stockholders for the election of Directors shall be held at the registered office of the corporation and shall take place on the first Friday of each year, beginning with the year 1996 or the first day thereafter when such day is a legal holiday, unless or until otherwise provided by the by-laws.

The failure from any cause whatsoever to hold the annual meeting of the stockholders or the failure to elect Directors thereat, shall not dissolve this corporation, but the Directors and officers then in office shall remain in office until their successors have been duly qualified and installed.

The undersigned has (have) executed these Articles of Incorporation this 2th day of December, 1996.

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DEC 10 PM 3:06
CLERK OF STATE
TALLAHASSEE
FLORIDA


David S. Cox, Vice-President


Dartlin J. Africh, President