

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
Tel (904) 488-9000

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**I would like to form the following corporation under Florida law:**

-- CDR Consulting Corporation.

Enclosed please find the original and two copies of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing for the new corporation. I have enclosed a check made payable to the "Division of Corporations" in the amount of \$131.25, which consists of the \$70.00 filing fee, \$52.50 for the certified copy and \$8.75 for the certificate of good standing.

My return address is:

Mary Ann Y. David, Esquire  
c/o Rosen Associates  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799  
(305) 446-5663

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I am enclosing a Federal Express Airbill for your expedited return to me.  
Thank you very much.

Very truly yours,

Mary Ann G. David

Mary Ann Y. David  
Legal Counsel

## Enclosures

706  
308A5241671  
2946-26845  
B. REGISTER DEC 24 1964

✓ Miami, FL (305) 446-5663 • FAX, (305) 445-1330 • 215 S.W. Le Jeune Road • Miami, Florida 33134-1799  
Wakefield, MA (617) 246-9533 • FAX (617) 246-9542 • 401 Edgewater Place, #105 • Wakefield, Massachusetts 01880  
Palm Beach, FL (561) 655-4330 • FAX (561) 655-4770 • 411 South County Road, #200 • Palm Beach, Florida 33480  
Atlanta, GA (770) 242-6140 FAX and PHONE • P.O. Box 160 • Norcross, Georgia 30091-0160



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 24, 1996

MARY ANN Y DAVID, ESQUIRE  
215 SW LEJEUNE ROAD  
MIAMI, FL 33134

SUBJECT: CDR CONSULTING CORPORATION  
Ref. Number: W96000026895

We have received your document for CDR CONSULTING CORPORATION and check(s) totaling \$131.25. However, your check(s) and document are being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

THE ARTICLES MUST BE SIGNED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 196A00057090

*Corrected. Thank you.*  
*M. David*

**FILED**

**ARTICLES OF INCORPORATION  
OF  
CDR CONSULTING CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this Corporation shall be **CDR Consulting Corporation**.

**ARTICLE II**

**Duration**

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE III**

**Purpose and Powers**

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE IV**

**Capital Stock**

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

**ARTICLE V**

**Principal Office: Initial Registered Office and Agent**

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

## ARTICLE VI

### Initial Board of Directors

This Corporation shall initially have one (1) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

CLIFFORD D. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

## ARTICLE VII

### Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

## ARTICLE VIII

### Incorporator

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

Mary Ann Y. David, Esquire  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 26th day of December, 1996.

Mary Ann Y. David  
MARY ANN Y. DAVID, Subscriber

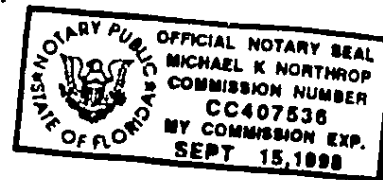
STATE OF FLORIDA   §  
                                 §  
COUNTY OF DADE   §

BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 26th day of December, 1996.

Michael K Northrop  
Notary Public, State of Florida

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT**

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for **CDR Consulting Corporation**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 26th day of December, 1996.

Mary Ann Y. David  
Mary Ann Y. David

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA