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Examiner's Initials



December 17, 1996

IRVIN J. STEVENS STEVENS LEGAL SERVICES 362 W STORY ROAD OCOEE, FL 34761

SUBJECT: CAVAGNARO CONSULTING, CORPORATION

Ref. Number: W96000025257

We have received your document for CAVAGNARO CONSULTING, CORPORATION and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

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) 487-6923.

Letter Number: 696A00056190

Doris McDuffie Corporate Specialist Supervisor

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ARTICLES OF INCORPORATION OF CAVAGNARO CONSULTING, CORPORATION

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CAVAGNARO CONSULTING, CORPORATION.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporation, Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of CONSULTING FIRM engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a

Articles Of Incorporation Of CAVAGNARO CONSULTING, CORPORATION

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period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's In. Lal Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

1. PRESIDENT: CHRISTINE CAVAGNARO. 2872 REDLION SQ. WINTER PARK, FL 32792

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of CAVAGNARO CONSULTING, CORPORATION

Page 2

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: CHRISTINE CAVAGNARO.

2872 REDLION SQ. WINTER PARK, FL 32792

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

CHRISTINE CAVAGNARO .

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

CHRISTINE CAVAGNARO. 2872 REDLION SQ. WINTER PARK, FL 32792

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

CHRISTINE CAVAGNARO

Incorporator

2872 REDLION SQ.

WINTER PARK, FL 32792

I hereby accept my designation as resident agent and agree to serve as the resident agent of CAVAGNARO CONSULTING, CORPORATION. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for CAVAGNARO CONSULTING, CORPORATION.

CHRISTINE CAVAGNARO.

- Registered Agent

2872 REDLION SQ. WINTER PARK, FL 32792

Articles Of Incorporation Of CAVAGNARO CONSULTING, CORPORATION

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State Of FLORIDA County Of ORANGE

On NOVEMBER 15, 1996, , designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of CAVAGNARO CONSULTING, CORPORATION.

Notary Public

IRVIN J. STEVENS

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

IRVIN STEVENS
MY COMMIS ION # CD 289350
TXPIRES May 25, 1997
Bended Thru Nr. uy PubCe Underwriters

(SEAL)