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INCORPORATORS PLUS

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FLORIDA DIVISION OF CORPORATIONS

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FROM: INCORPORATORS PLUS, INC.
105114002375

ACCT#:

CONTACT: MICHAEL HELLER
PHONE: (954) 475-8484

FAX #:

(954) 475-1125

NAME: CLOUD 10 ASSOCIATES, INC.

AUDIT NUMBER.....H97000008692

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 4

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INCORPORATORS PLUS
05/28/97 09:09 Florida Department of State

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1997

INCORPORATORS PLUS, INC.

SUBJECT: CLOUD 10 ASSOCIATES, INC.
REF: W97000012386

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

There should only be one address for the registered agent in article 6.

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) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000008692
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EFFECTIVE DATE

5/27/97

ARTICLES OF INCORPORATION
OF

Cloud 10 Associates, Inc.,

a Florida corporation

The undersigned, acting as incorporator of Cloud 10 Associates, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Cloud 10 Associates, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

450 S. County Road
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective May 27th, 1997.

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1570 40th Street, West Palm Beach, FL 33407 and the name of the corporation's initial registered agent at that address is Pearl Y. Wortham.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 4 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 4. The name(s) of the initial director(s):

Name

Pearl Y. Wortham
Myra L. Elkort
Rachel Fisher
Mary Shaw

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of May, 1997

Incorporators Plus, Inc.:

By: 
Eve Schwartz, Office Manager

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Cloud 10 Associates, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 450 S. County Road, Palm Beach, FL 33480, has named Pearl Y. Wortham, 1570 40th Street, West Palm Beach, FL 33407, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Pearl Y. Wortham,
1570 40th Street, West Palm Beach, FL 33407



Michael Heller, Attorney-In-Fact

Pearl Y. Wortham

Date: May, 27th, 1997

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Plantation, Florida 33322
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