

LYNDA SEXTON SANDERS, C.P.A.

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824-2276 FAX 825-0187

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May 28, 1997

Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

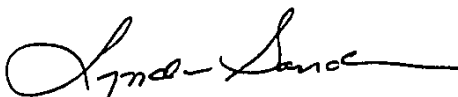
RE: C. L. I. INTERNATIONAL, INC.

Gentlemen:

Enclosed are the Articles of Incorporation for C. L. I. INTERNATIONAL INC.,
and a check for \$122.50 payable to the Secretary of State.

Please send letter with Charter Number and Articles of Incorporation to me so
that I can obtain the proper federal and state identification numbers.

Thank you.



Lynda S. Sanders
Certified Public Accountant

JUN 3

BSB

STATE
TALLAHASSEE, FLORIDA

97 MAY 30 AM 9:37

FILED

Articles of Incorporation
of
C. L. I. INTERNATIONAL, INC.

FILED
97 MAY 30 AM 9:37
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is C. L. I. INTERNATIONAL, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or any business permitted under the laws of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding any time is ONE THOUSAND (1,000) shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida is 3501 N. Ponce de Leon Blvd, Suite 350, St. Augustine, Fl 32095.

ARTICLE VII - DIRECTORS

This corporation will have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws adopted by the stockholders but never be less than one (1).

ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the members of the first Board of Directors, who unless otherwise provided by the Articles of Incorporation will hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Debra James	557 North Horseshoe St. Augustine, Fl 32095
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Richard James	557 North Horseshoe St. Augustine, Fl 32095
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ARTICLE IX - SUBSCRIBERS

The subscribers to these Articles of Incorporation are also the initial directors whose name and address appear in Article VIII above.

ARTICLE X - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by them at a stockholder's meeting by the majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - RESIDENT AGENT

The resident agent herein will be Richard James, 557 North Horseshoe, St. Augustine, FL 32095.

Debra James

Debra James

Richard James

Richard James

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I hereby certify that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, DEBRA AND RICHARD JAMES, to me known to be the persons described in as subscribers and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 28TH day of MAY 1997.

Lynda Sexton Sanders

Lynda Sexton Sanders, Notary Public



LYNDA SEXTON SANDERS
COMMISSION # CC 483209
EXPIRES OCT 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

IDENTIFICATION - TO ME PERSONALLY KNOWN

ACCEPTANCE OF REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporations.

Richard James

RICHARD JAMES

FILED
97 MAY 30 AM 9:37
TALLAHASSEE, FLORIDA