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Law Offices of
STEPHEN B. ROSENTHAL
8142 North University Drive
Tamarac, Florida 33321
(954) 731-7755

July 4, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/10/97--01018--007
***122.50 ***122.50

Incorporation of C. A. CONSULTING, INC.

Dear Sirs:

Enclosed please find the following relating to the above captioned matter:

- a) Articles of Incorporation for the above-named corporation;
- b) Designation of Registered Agent & Office of Registered Agent;
- c) This firm's trust account check for \$122.50 for filing fees and certified copy costs; and
- d) A self-addressed stamped envelope for your use.

Thank you for your anticipated prompt attention to this matter.

Sincerely,


STEPHEN B. ROSENTHAL

SBR/bg
Enclosures
cc: Cyroos Ayandeh

JUL 11 1997

BSR

FILED
97 JUL 10 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 JUL 10 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
C. A. CONSULTING, INC.**

ARTICLE I

The name of the corporation shall be C. A. CONSULTING, INC. and its mailing address shall be 2055 N.W. 104 Avenue, Coral Springs, Florida 33071.

ARTICLE II

This corporation shall have perpetual existence commencing upon the filing date of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The Corporation may engage in any or all lawful business permitted by the laws of Florida and the United States of America.

ARTICLE IV

The Corporation shall have authority to issue 500 shares of common stock of \$1.00 par value which shall be designated "Common Shares".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered agent of this corporation shall be 8142 North University Drive, Tamarac, Florida 33321, and the name of the initial registered agent shall be Stephen B. Rosenthal, Esq..

ARTICLE VII

The incorporator(s) of the corporation signing these Articles is (are) whose address(es) is (are) as follows:

NAME & ADDRESS

Cyroos Ayandeh
2055 N.W. 104 Avenue, Coral Springs, Florida 33071

ARTICLE VIII

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME & ADDRESS

Cyroos Ayandeh 2055 N.W. 104 Avenue, Coral Springs, Florida 33071

ARTICLE IX

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

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has set forth his hand and seal this

4 day of July, 1997.


Cyrus Ayandeh

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public of the state of Florida, personally appeared Cyrus Ayandeh,
who is known to me to be the person whose name is subscribed to this instrument, and who
acknowledged before me that he executed the same for the purposes therein expressed on

July 4, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day
of July, 1997.

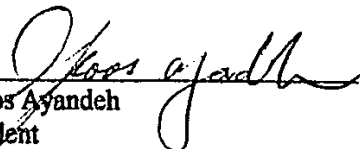

NOTARY PUBLIC



STEPHEN BARI ROSENTHAN
My Commission Expires April 21, 2000
Commission No. CC548982

**DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
PURSUANT TO FLORIDA STATUTE 48.091**

C. A. CONSULTING, INC., by and through its sole incorporator, Cyroos Ayandeh, hereby designates STEPHEN B. ROSENTHAL, ESQ. as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 8142 North University Drive, Tamarac, Florida 33321, as the initial registered office of the corporation.


Cyroos Ayandeh
President

Date: 7/4/97

I, STEPHEN B. ROSENTHAL, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent
Dated: 7/4/97

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