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August 29, 1997

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-09/02/97--01158--005
****122.50 ****122.50

Re: Cardinal Consulting, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate designating the registered agent for Cardinal Consulting, Inc., together with our check in the amount of \$122.50. Would you please file the original and return the certified copy to this office at your earliest convenience in the envelope provided.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact this office.

Very truly yours,



Ronald A. Harbert

RAH/bam
Enclosures
cc: Mr. James D. Roberts

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 12: 27

D. BROWN SEP - 3 1997

**ARTICLES OF INCORPORATION
OF
CARDINAL CONSULTING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 12:27

ARTICLE I

The name of this Corporation is **CARDINAL CONSULTING, INC.**

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 4871 Red Brick Run, Sanford, Florida 32771. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson St., Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Ronald A. Harbert.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director is:

Name

James D. Roberts

Address

4871 Red Brick Run
Sanford, Florida 32771

ARTICLE VI

The name and address of the subscriber is Ronald A. Harbert, 225 E. Robinson St., Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: Aug. 28, 1997.

Ronald A. Harbert
Ronald A. Harbert

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on Aug. 28, 1997,
by RONALD A. HARBERT, who is personally known to me or has produced _____
_____ (type of
identification) as identification.

Beth McArthur
Name: BETH MCARTHUR
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 12:27

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CARDINAL CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Sanford, Seminole County, State of Florida, has named Ronald A. Harbert as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ronald A. Harbert
(Registered Agent)