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TRANSMITTAL LETTER

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

800002340368--8 -11/06/97--01083--003 ******878.75 ******78.75

SUBJECT: Corporate Management Trust (C.M.T.) & Capital Affiliates

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

[] \$70.00

[X]\$78.75

[]\$122.50 [

[]\$131.25

Filing Fee

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Filing Fee,

& Certificate

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Nicole Butler

19024 Weatherstone Drive

Tampa, FL 33647

813-973-2431

NOTE: Please provide the original and one copy of the articles.

97 NOV -6 AM 7: 52
SECRETAIN 15 STATE
TALLAHASSEE, FLORIDA

ne 11/7/97

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Corporate Management Trust (C.M.T.) & Capital Affiliates, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19651 Bruce B. Downs Blvd. Suite D3-170 Tampa, FL 33647

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Jerry King 19024 Weatherstone Drive Tampa, FL 33647

ARTICLE Y INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Nicole Butler 19024 Weatherstone Drive Tampa, FL 33647

Signature/Incorporator

Nicole Butler

Date 11/04/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Signature/Registered Agent

Date 11/04/97