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LAW OFFICES OF  
**FRANK G. FINKBEINER**  
ATTORNEY AND COUNSELOR AT LAW

105 EAST ROBINSON STREET, SUITE 301  
ORLANDO, FLORIDA 32801  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 10 PM 12:02

November 6, 1997

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

**EFFECTIVE DATE**  
11-6-97

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-11/10/97--01158--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: C D E ASSOCIATES, INC.

Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Fee.....	<u>35.00</u>
TOTAL ENCLOSED.....	<u>\$122.50</u>

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

  
FRANK G. FINKBEINER

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FGF:sn

BROWN NOV 13 1997

ARTICLES OF INCORPORATION

OF

C D E ASSOCIATES, INC.

EFFECTIVE DATE  
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ARTICLE I: NAME

The name of this corporation is C D E ASSOCIATES, INC.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is c/o David Curtis, 4949 International Drive, FC5, Orlando, FL 32819 and the name of the registered agent of this corporation is Frank G. Finkbeiner, Atty., 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

FRANK G. FINKBEINER  
105 E. Robinson Street, Suite 301  
Orlando, FL 32801

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

ARTICLE VIII: INCORPORATOR

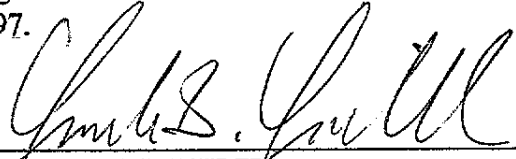
The name and address of the person signing these Articles of Incorporation is:

FRANK G. FINKBEINER, ATTY.  
105 E. Robinson Street, Suite 301  
Orlando, FL 32801

ARTICLE IX: PREEMPTIVE RIGHTS

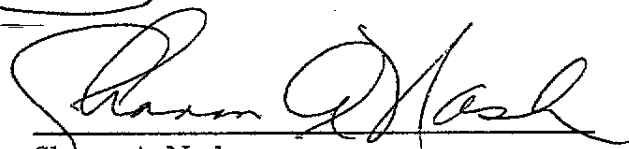
The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

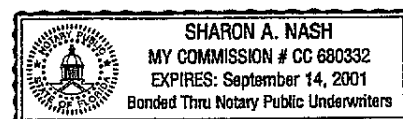
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 6<sup>th</sup> day of November, 1997.

  
FRANK G. FINKBEINER  
Incorporator/Subscriber

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 1997, by FRANK G. FINKBEINER, Incorporator of CDE ASSOCIATES, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

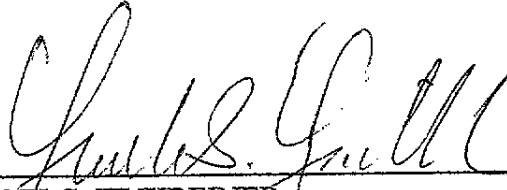
  
Sharon A. Nash  
Notary Public-State of Florida  
My commission expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 10 PM 12:02

**ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT**

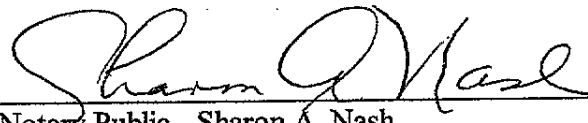
I HEREBY CERTIFY that I accept the designation of Registered Agent of C D E ASSOCIATES, INC.

  
FRANK G. FINKBEINER

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared FRANK G. FINKBEINER, well known to me to be the person described herein and who certified before me that he accepts the designation of Registered Agent of this Corporation.

SWORN TO and subscribed before me this 6th day of November, 1997.

  
Notary Public - Sharon A. Nash  
My Commission Expires:

