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LAW OFFICES OF
DAVIS MARLOWE MARTENS DUNAJ & MARLOWE
A Partnership of Professional Associations

Please reply to:
New Port Richey

January 27, 1998

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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-01/28/98--01052--005
****122.50 ****122.50

Re: Articles of Incorporation of: The C. D. Group, Inc.

Dear Sir or Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing of The C. D. Group, Inc.

Also, enclosed please find our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
Total:	\$122.50

Your attention to this matter is appreciated.

Sincerely,
Davis Marlowe Martens Dunaj & Marlowe



RUSSELL G. MARLOWE

FILED
98 JAN 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-29-98

RGM/drm
Enclosure

ARTICLES OF INCORPORATION

OF

The C. D. Group, Inc.

FILED
98 JAN 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I. *NAME*

The name of this corporation shall be **The C. D. Group, Inc.** . The mailing address of the corporation shall be 4279 Perry Place, New Port Richey, Florida 34652.

ARTICLE II. *DURATION*

This corporation shall exist in perpetuity.

ARTICLE III. *PURPOSE*

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to all lawful business.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV. CAPITAL STOCK

The total number of shares of all classes of stock which the corporation has authority to issue is 2000 shares divided into 1000 shares of CLASS A stock with a value of \$ 1.00 per share (referred to as "Class A Stock") and 1000 shares of CLASS B Stock with a value of \$ 1.00 per share (referred to as "Class B Stock").

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The board of directors may, except as otherwise provided below, by resolution from time to time, classify or reclassify and issue in one or more series any unissued shares of Class A Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of Class A Stock.

2. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, equal preference shall be given to Class A and Class B stockholders.

3. The holders of shares of Class A Stock shall possess full voting rights and powers on all matters voted on by the stockholders of the corporation (including the election of Directors), shall be entitled to notice of stockholders' meetings and shall vote together. The holders of shares of Class B Stock shall not possess any voting rights except as may be specifically provided for by Florida law.

ARTICLE V. *INITIAL REGISTERED OFFICE AND AGENT*

The street address of the initial registered office of this corporation is 4279 Perry Place, New Port Richey, Florida 34652, and the name of the registered agent of this corporation is Gerald Chadwell.

ARTICLE VI. *INITIAL BOARD OF DIRECTORS*

This corporation shall have Two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial directors of this corporation are:

NAME	ADDRESS
Gerald Chadwell	4279 Perry Place New Port Richey, FL 34652
John DiSarro	5359 Black Pine Drive Tampa, Florida 33624

ARTICLE VII. *INCORPORATORS and OFFICERS*

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Gerald Chadwell President Treasurer	4279 Perry Place New Port Richey, FL 34652
John DiSarro Vice-president Secretary	5359 Black Pine Drive Tampa, Florida 33624

ARTICLE VIII. *STOCKHOLDERS*

The names addresses of the stockholders of this corporation are as follows:

NAMES	NO. SHARES	ADDRESS
Gerald Chadwell	50%	4279 Perry Place New Port Richey, FL 34652
John DiSarro	50%	5359 Black Pine Drive Tampa, Florida 33624

ARTICLES IX. OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Gerald Chadwell President Treasurer	4279 Perry Place New Port Richey, FL 34652
John DiSarro Vice- president Secretary	5359 Black Pine Drive Tampa, Florida 33624

ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII. SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

ARTICLE IV. AMENDMENT

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


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 26 day of January, 1998.


Gerald Chadwell
President & Treasurer


John DiSarro
Vice-president & Secretary

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 26th day of January, 1998, by Gerald Chadwell and John DiSarro, (who are personally known to me) or who have produced _____, as identification and who DID take an oath.


Denise R. Mercer
(Type or print name of Notary)

Notary Public

State of Florida

My Commission Expires: 6/18/98

Commission No: CC377687



"OFFICIAL SEAL"
Denise R. Mercer
My Commission Expires 6/18/98
Commission #CC 377687

RESIDENT AGENT

The undersigned having been designated as Resident Agent for the service of process within the State of Florida, upon The C. D. Group, Inc., does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 4279 Perry Place, New Port Richey, Florida 34652. The address of the Registered Agent is 4279 Perry Place, New Port Richey, Florida 34652:

IN WITNESS WHEREOF, the name and seal of said Resident Agent hereto is affixed at New Port Richey, Florida, this 26 day of January, 1998.

Signed, sealed and delivered
in the presence of:

Vickie L. Hackett
Vickie L. Hackett
(Type or print name of Witness)

Jamie L. Pomilio
Jamie L. Pomilio
(Type or print name of Witness)

Gerald Chadwell
GERALD CHADWELL

FILED
98 JAN 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 26th day of January, 1998, by GERALD CHADWELL, (who is personally known to me) or who has produced _____, as identification and who DID take an oath.

Denise R. Mercer
Denise R. Mercer
(Type or print name of Notary)

Notary Public

State of Florida

My Commission Expires: 6/18/98

Commission No: CC 377687



"OFFICIAL SEAL"
Denise R. Mercer
My Commission Expires 6/18/98
Commission #CC 377687