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ORLANDO, FLORIDA 32801

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February 18, 1998

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

Re: Contractor's Technology Resource, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. Our firm check in the amount of \$122.50 representing the filing fee for the Articles (\$35.00); the filing fee for the Designation of Registered Agent (\$35.00); and the fee for a certified copy of the Articles to be returned to our firm (\$52.50).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Sincerely,


Robert W. Anthony

RWA/ccb

Enclosures:

Articles of Incorporation plus one copy
Check for incorporation

cc: Spurgeon Martin
4847 Berrywood Drive
Orlando, Florida 32812

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CS 2248

**ARTICLES OF INCORPORATION
OF
CONTRACTOR'S TECHNOLOGY RESOURCE, INC.**

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be CONTRACTOR'S TECHNOLOGY RESOURCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 4847 Berrywood Drive, Orlando, Florida 32812.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall

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SECRETARY OF STATE

paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 14 East Washington, Suite 500, Orlando, Florida 32801.

The name of the initial registered agent of this corporation at that address shall be ROBERT W. ANTHONY.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
SPURGEON MARTIN	4847 BERRYWOOD DRIVE ORLANDO, FLORIDA 32812	President, Secretary Treasurer

ARTICLE VIII - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE IX - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

SPURGEON MARTIN
4847 BERRYWOOD DRIVE
ORLANDO, FLORIDA 32812

ARTICLE X - BY-LAWS

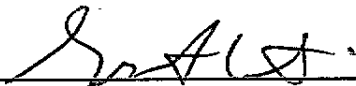
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In

addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of February, 1998.



SPURGEON MARTIN, (SEAL)
Incorporator

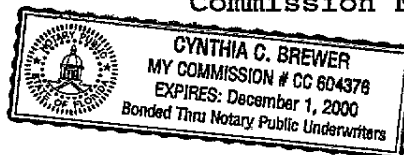
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Spurgeon Martin, to me known ~~or provided~~ _____ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of February, 1998.

(SEAL)

Cynthia C Brewer
Notary Public
Print Name: Cynthia Brewer
My commission expires:
Commission No.:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, CONTRACTOR'S TECHNOLOGY RESOURCE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent Robert W. Anthony, 14 E. Washington Street, Suite 500, Orlando, Fl 32801, to accept service of process within this State.


ACKNOWLEDGMENT

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



ROBERT W. ANTHONY

SWORN TO AND SUBSCRIBED before me this 19th day of February, 1998 by ROBERT W. ANTHONY, who is personally known to me and who did take an oath.


Name: Cynthia Brewer
Notary Public, State of Fla.
Serial No. _____
~~My commission expires:~~

