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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 PM 3:14

February 20, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

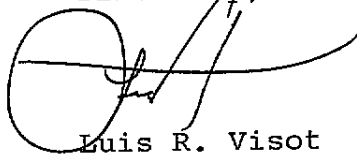
Gentlemen:

I enclose Articles of Incorporation of Cheers Consulting, Inc. of Tampa, Florida.

A check in the amount of \$70.00 covering the required fee is also enclosed.

Filing Fee	\$ 35.00
Registered agent	<u>35.00</u>
	<u>\$ 70.00</u>

Sincerely,



Luis R. Visot  
9129 Rockrose Drive  
Tampa, Florida 33647

D. BROWN FEB 24 1998

## ARTICLES OF INCORPORATION

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The undersigned incorporator of these Articles of Incorporation, being a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE I - NAME

The name of the corporation is "Cheers Consulting, Inc." (hereinafter referred to as the "Corporation").

### ARTICLE II - PURPOSES OF CORPORATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all power conferred from time to time by law upon corporations formed under such Act.

### ARTICLE III - EFFECTIVE DATE

The effective date of incorporation shall be the date of filing of this Articles of Incorporation.

### ARTICLE IV - CAPITAL STOCK

The total authorized capital stock of this corporation shall be 7,000 shares of common stock of \$1.00 par value per share. The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors.

Property or labor may also be purchased with the capital stock at such a valuation as shall be determined by the Directors.

#### ARTICLE V -- INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be \$500.00.

#### ARTICLE VI - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VII - ADDRESS

The principal place of business of said corporation shall be at 9129 Rockrose Drive, Tampa, Florida 33647, with the privilege of, however, transferring such principal place of business of having branch offices or places of business at any other place or places within or without the State of Florida.

#### ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

Mr. Luis R. Visot of 9129 Rockrose Drive, Tampa, Florida 33647, is hereby designated as Resident Agent for the corporation as required by law.

#### ARTICLE IX - INCORPORATORS

The name and address of the incorporator and the number of shares or stock which he has agreed to take is:

Name	Shares	Address
Luis R. Visot	500	9129 Rockrose Drive Tampa, Florida 33647

#### ARTICLE X - DIRECTORS

The corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws, but shall never be less than two.

ARTICLE XI - INITIAL DIRECTORS

The names and addresses of the initial Directors of the corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws, have qualified and been elected are:

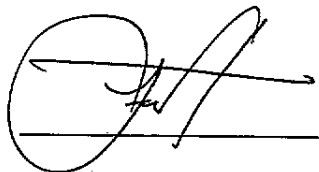
Name	Address
Luis R. Visot	9129 Rockrose Drive Tampa, Florida 33647
Cindy S. Visot	9129 Rockrose Drive Tampa, Florida 33647

ARTICLE XII - INITIAL OFFICERS

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

Name	Office	Address
Luis R. Visot	President/Treasurer	9129 Rockrose Drive Tampa, Florida 33647
Cindy S. Visot	Vice-President/Secretary	9129 Rockrose Drive Tampa, Florida 33647

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Tampa, Florida, for the uses and purposes of aforesaid, on this 20th day of February, 1998.

  
\_\_\_\_\_

STATE OF FLORIDA

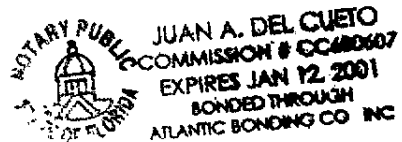
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Luis R. Visot who is well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Tampa, Florida, this 20th day of February, 1998.

*Juan A. del Cueto*

Notary Public



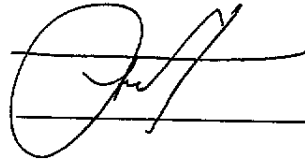
CHEERS CONSULTING, INC.

ACCEPTANCE OF SERVICE AS RESIDENT AGENT

The undersigned, Luis R. Visot of 9129 Rockrose Drive, Tampa, Florida 33647, having been named as resident agent to accept service of process for the above named corporation, at the registered office designated in these Articles of Incorporation, hereby agrees and consents to act in that capacity.

The undersigned is familiar with and accepts the duties and the obligations of Section 607.325, Florida Statutes.

Dated this 20th day of February, 1998.



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