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Law Offices of
JOHN E. KOPSON

JOHN KOPSON
ADMITTED TO FLORIDA BAR,
FEDERAL BAR, U.S. TAX COURT

CHERYL SLOAT
CERTIFIED LEGAL ASSISTANT

7300 W. CAMINO REAL #126
BOCA RATON, FL 33433

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April 29, 1998

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

700002506817--5
-04/30/98--01078--010
****122.50 ****122.50

RE: New Filing/ - COMPUTER MANAGEMENT INTERNATIONAL, INC.


Dear Secretary of State:

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office in the return envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,




John E. Kopson
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 3:28

FIRST CHOICE WAS
UNAVAILABLE -
NEW ARTICLES ATTACHED
- CHECK ALREADY CASHED

PLEASE EXPEDITE.

MANY THANKS

D. BROWN MAY 22 1998

789,2544,2551,2550

W98-9876



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1998

JOHN E. KOPSON, ESQ.
7300 W. CAMINO REAL, #126
BOCA RATON, FL 33433

SUBJECT: COMPUTER MANAGEMENT U.S.A., INC.
Ref. Number: W98000009876

We have received your document for COMPUTER MANAGEMENT U.S.A., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 498A00024170

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 3:26

**ARTICLES OF INCORPORATION
OF
COMPUTER MANAGEMENT INTERNATIONAL, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be COMPUTER MANAGEMENT INTERNATIONAL, INC. The address of the principal office of this corporation shall be: 1402 E. LAS OLAS BLVD., SUITE 1080, FT. LAUDERDALE, FL 33301 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7300 W. Camino Real, #126, Boca Raton, FL 33433 and the name of the initial Registered Agent of the corporation at that address is Matt Selby.

ARTICLE V. TERMS OF EXISTENCE

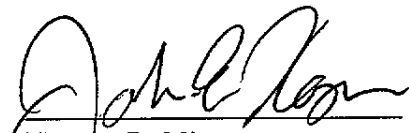
This corporation is to exist perpetually.

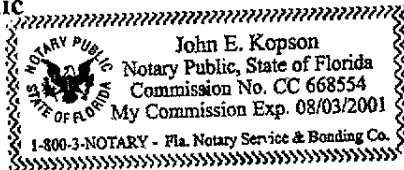
ARTICLE VI. INCORPORATOR

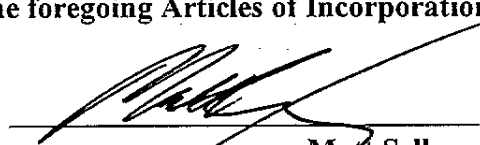
The name and street address of the incorporator to these Articles of
Incorporation:

Matt Selby, 7300 W. Camino Real, #126, Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand
and seal this 29th day of April, 1998, to the foregoing Articles of Incorporation.


Notary Public

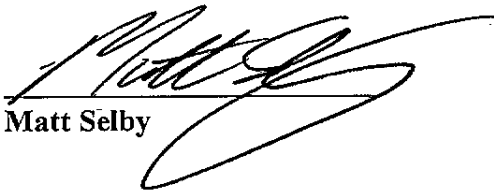



Matt Selby

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 3:26

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Matt Selby, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Matt Selby