



ACCOUNT NO. : 072100000032

REFERENCE : 840053 8432A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : June 2, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 840053-005

CUSTOMER NO: 8432A

CUSTOMER: Robert White, Jr., Esq
SOBERING, WHITE & LUCZAK, P.A.

Suite 1000
201 South Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 AM 9:45

400002544574--9

DOMESTIC FILING

NAME: ~~CEDAR MANAGEMENT, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

2544
W98-12582

RECEIVED
98 JUN -2 AM 11:21
DIVISION OF CORPORATIONS
6/4/98



June 2, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CEDAR MANAGEMENT, INC.
Ref. Number: W98000012582

RESUBMIT

Please give original
submission date as file date.

We have received your document for CEDAR MANAGEMENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00031017

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**ARTICLES OF INCORPORATION
OF
CEDAR PERSONNEL, INC.**

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is CEDAR PERSONNEL, INC.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - DURATION

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 S. Orange Avenue, Suite 1000, Orlando, Florida, 32801 and the name of the initial registered agent is Robert B. White, Jr.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 1230 Hillcrest Street, Suite 105, Orlando, Florida, 32803.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial director of this corporation shall be:

Andrew Kouri
4700 de la Savane Street
Suite 205
Town of Mount Royal
Quebec, Canada H4P 1T7

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

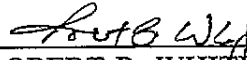
ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

Robert B. White, Jr.
201 S. Orange Avenue
Suite 1000
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 1st day of June, 1998.

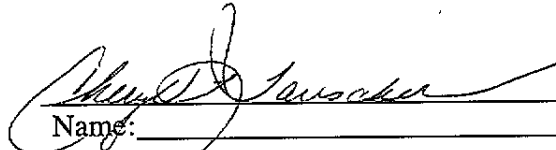
Incorporator



ROBERT B. WHITE, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of June, 1998 by
ROBERT B. WHITE, JR., who is personally known to me or who has produced _____
_____ as identification and who did not take an oath.



Name: _____
(Print)

NOTARY PUBLIC
State of Florida

My Commission Expires:



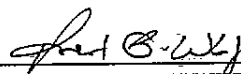
Cheryl L. Tauscher
MY COMMISSION # CC607516 EXPIRES
December 30, 2000
BONDED THRU TROY FAIR INSURANCE, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 AM 9:45

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

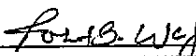
That CEDAR PERSONNEL, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 201 S. Orange Avenue, Suite 1000, Orlando, Florida, 32801, has named Robert B. White, Jr., located at that address as its agent to accept service of process within the State.



ROBERT B. WHITE, JR.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-entitled corporation at the registered office 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 B. WHITE, JR.