

PA8000051046

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REFERENCE:

0174. 2784

DATE:

6-8-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICE

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Cadenza Corp.

RECEIVED  
98 JUN - 8 AM 10:43  
DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK # 1827 FOR \$ 122.50

700002550667--9  
-06/08/98--01027--020  
\*\*\*\*122.50 \*\*\*\*122.50

PLEASE FILE:

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|--|--|--|
| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT           | <input type="checkbox"/> DISSOLUTION   |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> MERGER              | <input type="checkbox"/> WITHDRAWAL    |
| <input type="checkbox"/> QUALIFICATION               | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME             | <input type="checkbox"/> LIMITED LIABILITY   | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE           | <input type="checkbox"/> UCC-1               | <input type="checkbox"/> UCC-3         |

PROVIDE US WITH:

- |  |  |                                       |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
|--|--|---------------------------------------|

FILED  
98 JUN - 8 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

P. Hall

JUN - 8 1998

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ARTICLES OF INCORPORATION  
OF  
CADENZA CORP.

FILED  
98 JUN -8 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

CADENZA CORP.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The 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 a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 4848 San Jose Drive, Sarasota, Florida 34235.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 4848 San Jose Drive, Sarasota, Florida 34235 and the registered agent at such office is Jay M. Ruehlen.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Jay M. Ruehlen

4848 San Jose Drive  
Sarasota, Florida 34235

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

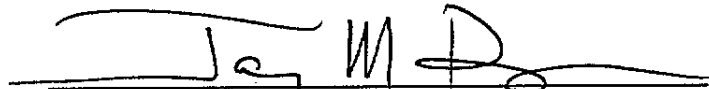
ARTICLE IX - INCORPORATOR

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

Jay M. Ruehlen

4848 San Jose Drive  
Sarasota, Florida 34235

The undersigned has executed these Articles this 5<sup>TH</sup> day  
of JUNE, 1998.

  
Jay M. Ruehlen

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for CADENZA CORP. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

JUNE 5, 1998  
Date

  
Jay M. Ruehlen,  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA