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**PERRY & HICKS, P.A.**

ATTORNEYS & COUNSELORS AT LAW

POST OFFICE BOX 2248  
ORLANDO FL 32802-2248

219 LIME AVENUE  
ORLANDO FL 32805  
TELEPHONE (407) 422-5758  
TELECOPIER (407) 425-2380  
E-MAIL perryandhicks@msn.com

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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July 97 1998

07/13/98-01088-018  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation and Certificate of Incorporation for  
PA & ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above  
referenced corporation. I have enclosed a check for \$122.50 for the  
following:

\$35.00	Filing fee
\$35.00	Registered Agent Designation fee
\$52.50	Florida Certificate of Incorporation

I have enclosed a stamped, self addressed express envelope for the  
completed documents return.

If you have any questions or comments, please do not hesitate to  
contact me at (407) 422-5758. Thank you in advance for your cooperation.

Sincerely,

  
James E. C. Perry

JECP/mkl  
Enclosures

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R. CHESSE

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ARTICLES OF INCORPORATION

OF

THE CORPORATE ENTERPRISE GROUP INC.  
(a Corporation for Profit)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Corporation, THE CORPORATE ENTERPRISE GROUP, INC., under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be THE CORPORATE ENTERPRISE GROUP INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Corporation is THE CORPORATE ENTERPRISE GROUP, at 8092 Canyon Lake Circle, Orlando, Florida, 32835, and the name of the initial registered agent is PRESTON ADAMS, JR., and his signature below connotes acceptance of this designation.

#### **ARTICLE VI - DIRECTORS**

The initial Board of Directors and Officers shall consist of ONE (1) member, who need not be resident of the State of Florida or a Shareholder of the Corporation.

The name and address of the person who shall serve as officer until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PRESTON ADAMS, JR.	8092 Canyon Lake Circle Orlando FL 32835

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PRESTON ADAMS, JR.	8092 Canyon Lake Circle Orlando FL 32835

#### **ARTICLE VIII - AMENDMENTS**

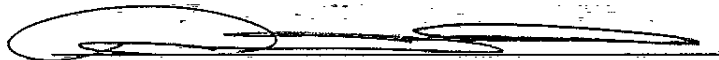
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less

than a two-thirds vote of the common stock.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Incorporation on the 28th day of August, 1998.



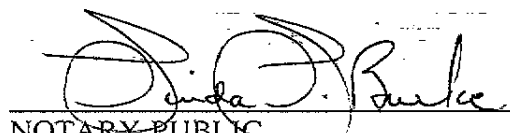
PRESTON ADAMS, JR., President

**STATE OF FLORIDA**

**COUNTY OF ORANGE**

**BEFORE ME**, the undersigned authority personally appeared, **PRESTON ADAMS, JR.** who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at the aforesaid State and County, this 28th day of August, 1998.



NOTARY PUBLIC  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

INC.  
THE CORPORATE ENTERPRISE GROUP<sup>INC.</sup> desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8092 Canyon Lake Circle, Orlando, State of Florida, 32835, has named PRESTON ADAMS, JR., located at 8092 Canyon Lake Circle, Orlando, Orange County, Florida 32835, as its agent to accept service of process within Florida.

Signature

(Corporate Officer)

Title

*President*

Date

*9/1/98*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

PRESTON ADAMS, JR.

Title

*PRESIDENT*

Date

*9/1/98*