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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 9:38

September 18, 1998

Secretary of State
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

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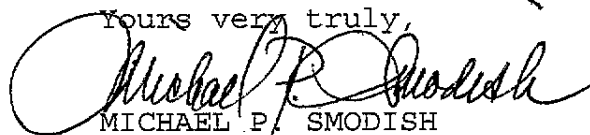
Re: CORNERSTONE MANAGEMENT GROUP, INC.

Dear Secretary,

I enclose the original and one executed copy of the proposed Articles of Incorporation for a new corporation named CORNERSTONE MANAGEMENT GROUP, INC., to be filed under Florida law. I also enclose my check for \$122.50 to cover the filing fee and certified copy. Please send the certified copy to me at the above address.

Thank you for your cooperation and assistance. Please call me if you need any further information.

Yours very truly,


MICHAEL P. SMODISH

D. BROWN SEP 25 1998

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ARTICLES OF INCORPORATION
OF
CORNERSTONE MANAGEMENT GROUP, INC.

* * * * *

ARTICLE I * NAME AND ADDRESS

The name of this corporation is CORNERSTONE MANAGEMENT GROUP, INC., and its principal place of business and mailing address shall initially be at 955 Bolender Drive, Delray Beach, FL 33483.

ARTICLE II * COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence upon filing of these Articles and shall exist perpetually thereafter.

ARTICLE III * PURPOSE

This corporation is organized for the following purposes: to engage in a real estate management, ownership, and consulting business; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of

corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV * CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

ARTICLE V * INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 955 Bolender Drive, Delray Beach, FL 33483, and the name of the Registered Agent of this corporation at that address is: Behn A. B. Wilson.

ARTICLE VI * INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of one (1) director. The number of directors may be increased or

diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director is as follows: Behn A. B. Wilson, 955 Bolender Drive, Delray Beach, FL 33483.

ARTICLE VII * MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

ARTICLE VIII * RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of her/his shares of stock in this corporation without first offering her/his shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase her/his shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of

stock in this corporation shall be as provided in the By-Laws of this corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX * INCORPORATORS

The name and address of the person signing these Articles is Behn A. B. Wilson, 955 Bolender Dr., Delray Beach, FL 33483.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on September 14, 1998.

CORNERSTONE MANAGEMENT GROUP, INC.

By: Behn A. B. Wilson

Behn A. B. Wilson, as Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on September 14th, 1998, by BEHN A. B. WILSON, on behalf of CORNERSTONE MANAGEMENT GROUP, INC., a Florida corporation.

Notary SIGNS: Linda Sue Taetzsch

Notary's Name PRINTED: Linda Sue Taetzsch

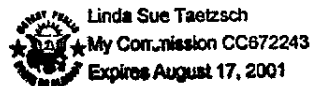
NOTARY PUBLIC, State of Florida

My Commission Expires:

☐ Personally Known OR

☒ Produced Identification

Type of Identification Produced: Florida Driver's License



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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:

FIRST---That CORNERSTONE MANAGEMENT GROUP, INC., desiring
to organize and qualify under the Laws of the State of Florida,
with its principal place of business initially in the City of
Delray Beach, Florida, has named BEHN A. B. WILSON, at 955
Bolender Drive, Delray Beach, Florida 33483, as its Agent to
accept service of process within Florida.

CORNERSTONE MANAGEMENT GROUP, INC.

By: Behn A. B. Wilson
Behn A. B. Wilson, as Director

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.

Behn A. B. Wilson
Behn A. B. Wilson

Dated: 9/14/98