

Cloud Consulting, Inc.

1982 Capital Circle N.E., Suite D, Tallahassee, Florida 32308
Telephone (850) 383-1622 Facsimile (850) 383-0390

October 15, 1998

Hand Delivered

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32314

RE: Articles of Incorporation
For National Consumer Resources, Inc.


Dear Sir or Madam:

Enclosed, please find the original and one copy of the Articles of Incorporation prepared for the above named company. Beginning date for this corporation is October 15, 1998. Also enclosed, please find check number 2258, in the amount of \$87.50. This will cover the filing fee, a certified copy of the Articles of Incorporation and a Certificate of Good Standing.

As soon as the filing is complete and copies are ready please have someone contact our office for personal pick up. If you have any questions please feel free to contact us at your earliest possible convenience.

Thank you for your time and attention to this matter.

Sincerely,


Wade Cloud, President
Cloud Consulting

WC/lde
Enclosures

cc/NCR/1015



Chairman's League Member

FILED
98 OCT 15 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH OCT 15 1998

ARTICLES OF INCORPORATION
OF
NATIONAL CONSUMER RESOURCES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:
National Consumer Resources, Inc.
The address of the principal office of this corporation shall be 2480 East Bay Drive, Suite 17, Largo, FL 33771, and the mailing address of the corporation 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 State of Florida.

ARTICLE III CAPITOL STOCK

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

ARTICLE IV REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Robert Wade Cloud
c/o Cloud Consulting, Inc.
1982 Capital Circle N.E., Suite D
Tallahassee, FL 32308

ARTICLE V TERM OF EXISTENCE

The corporation's term of existence is perpetual.

ARTICLE VI OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until a successor(s) are elected or appointed is:

Julie Sarka
9460 86th Avenue North
Seminole, FL 33777

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors consisting of one (1) person. The number of Directors may be increased or from time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

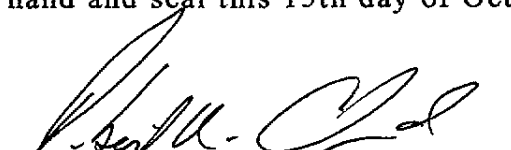
Julie Sarka
9460 86th Avenue North
Seminole, FL 33777

ARTICLE VIII INCORPORATORS

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

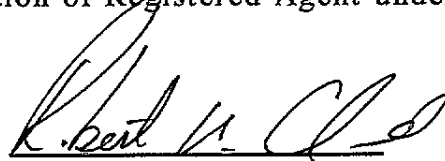
Cloud Consulting, Inc.
c/o Robert Wade Cloud
1982 Capital Circle N.E., Suite D
Tallahassee, FL 32308

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 15th day of October, 1998.


Robert Wade Cloud, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION OF
NATIONAL CONSUMER RESOURCES, INC.

I, Robert Wade Cloud, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Robert Wade Cloud
for Cloud Consulting, Inc.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA