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LAW OFFICES OF
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POST OFFICE BOX 3589
ORLANDO, FLORIDA 32802-3589

December 18, 1998

VIA UPS NEXT DAY AIR

State of Florida
Division of Corporations
Attn: New Filings Section
409 East Gaines Street
Tallahassee, FL 32399

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-12/21/98--01057--008
*****78.75 *****78.75

Re: Incorporation of **CRISIS MANAGEMENT ADVISORS, INC.**,
a Florida corporation

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of
CRISIS MANAGEMENT ADVISORS, INC., a Florida corporation.

1. The Articles of Incorporation of **CRISIS MANAGEMENT ADVISORS, INC.**

2. This firm's check in the amount of \$78.75 to cover the following items:
filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.

3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Very truly yours,


Patrick A. McGee

PAM/cf

EFFECTIVE DATE
12-17-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 11:28

12-23
WS

ARTICLES OF INCORPORATION
OF
CRISIS MANAGEMENT ADVISORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 11:28

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be CRISIS MANAGEMENT ADVISORS, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of December 17, 1998 and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated as Common Shares with a par value of ten cents (\$.10) per share.

EFFECTIVE DATE
12-17-98

ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED
AGENT, AND CORPORATE MAILING ADDRESS

The initial street address of the registered office of the corporation in the State of Florida is 201 East Pine Street, Suite 700, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Patrick A. McGee. The mailing address of the corporation shall be 201 East Pine Street, Suite 700, Orlando, Florida 32801.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and has qualified, is:

<u>Name</u>	<u>Address</u>
Patrick A. McGee	201 East Pine Street, Suite 700 Orlando, Florida 32801

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Patrick A. McGee	201 East Pine Street, Suite 700 Orlando, Florida 32801

ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series,

as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and, (ii) no preemptive right shall be exercisable if exercise of the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

ARTICLE IX - CUMULATIVE VOTING

At the election of directors, each shareholder of the corporation entitled to vote thereon shall be allowed to vote the shares held by such shareholder cumulatively so as to give one candidate as many votes as is equal to the number of directors to be elected multiplied by the number of shares held by such shareholder, or to distribute such votes on the same principle among as many candidates as the shareholder may wish.

ARTICLE X - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 18th day of December, 1998.

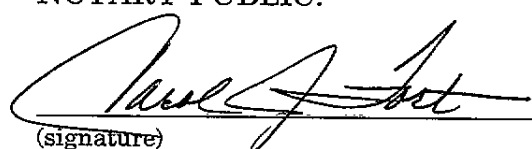


Patrick A. McGee

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of December, 1998, by Patrick A. McGee, who is personally known to me and who did not take an oath.

NOTARY PUBLIC:


(signature)

(print name)



Carol J Fort

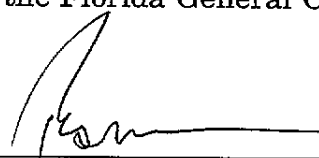
My Commission CC783388

Expires November 19, 2002

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Patrick A. McGee, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.



Patrick A. McGee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 11:28