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Catherine D. Cruz  
5304 Coyote Trail  
Orlando, Florida 32808-1413  
Daytime Telephone (407) 872-6232

February 25, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/02/99--01020--016

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Cruz & Associates, Inc.  
Articles of Incorporation - Profit Corporation

Dear Sir/Madam:

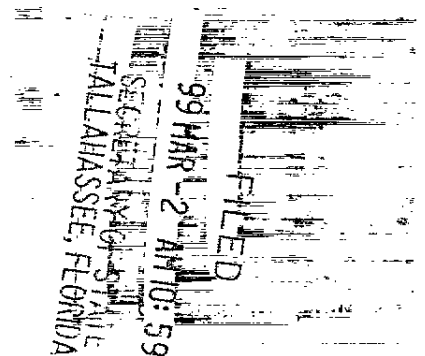
Enclosed you will find two fully executed sets of the Articles of Incorporation for Cruz & Associates, Inc. and a check in the amount of \$78.75. This amount represents the filing fee of \$70.00 and the fee for a certified copy of the Articles in the amount of \$8.75.

Please feel free to contact me with any questions you may have.

Sincerely,



Catherine D. Cruz  
5304 Coyote Trail  
Orlando, Florida 32808-1413



**ARTICLES OF INCORPORATION**  
**OF**  
**CRUZ & ASSOCIATES, INC.**

FILED  
99 MAR -2 AM 10: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of twenty-one (21) years and competent to contract, and being a citizen and a resident of the United States of America, for the purpose of organizing a For Profit Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**  
**NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this Corporation shall be **CRUZ & ASSOCIATES, INC.** and its principal place of business shall be located at 5304 Coyote Trail, Orlando, Florida 32808-1413.

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 5304 Coyote Trail, Orlando, Florida 32808-1413, and the initial registered agent of this Corporation at that address shall be Catherine D. Cruz. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Incorporation.

**ARTICLE IV**  
**CAPITAL STOCK**

1. Number of Shares Authorized: Par Value. This Corporation is authorized to issues 10,000 shares of Class A voting common stock, and 10,000 shares of Class B nonvoting common stock, having a par value of One Dollar (\$1.00) per share. None of the shares of this Corporation may be issued to any person or entity except as may be permitted by law.

2. Consideration for Issuance of Stock. The Board of Directors of this Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services, equally performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

This Corporation shall have one (2) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be more than three (3). The name and street address of the initial director of this Corporation is:

Catherine D. Cruz  
5304 Coyote Trail  
Orlando, Florida 32808-1413  
Director, President & Sec/Treasurer

Richard Cruz  
5304 Coyote Trail  
Orlando, Florida 32808-1413  
Director, Vice-President

**ARTICLE VI**  
**INCORPORATOR**

The name and street address of the person signing these Articles as incorporator is:

Catherine D. Cruz  
5304 Coyote Trail  
Orlando, Florida 32808-1413

**ARTICLE VII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

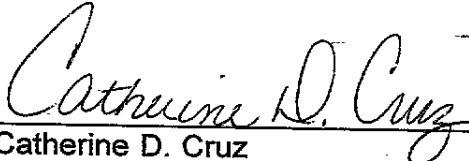
**ARTICLE IX**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X**  
**HEADINGS AND CAPTIONS**

The headings and captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of these headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set her name and seal this 26<sup>th</sup> day of February, 1999.

 (SEAL)  
Catherine D. Cruz

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted:

**CRUZ & ASSOCIATES, INC.** (the "Corporation"), desiring to organize as a Florida corporation, has named and designated Catherine D. Cruz as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5304 Coyote Trail, Orlando, Florida 32808-1413.

**ACKNOWLEDGEMENT**

Having been named Registered Agent for the Corporation and to accept service of process for the Corporation at the place designated in this Certificate, 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.

Dated this 25<sup>th</sup> day of February, 1999.

  
Catherine D. Cruz, Registered Agent

