

P990000033045

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March 29, 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: *Clear Direction Signs & Signals, Inc.*
CDS, Incorporated

900002825089--3
-03/31/99-01044-012
*****122.50 *****78.75

Dear Sir or Madam:


I am enclosing our firm check in the amount of \$122.50 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Very truly yours,


LAWRENCE J. PHALIN

LJP:dh
Enclosures

cc: Ronald J. Burkett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 PM 12:34

APR - 5 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 1999

MATEER & HARBERT, P.A.
PO BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: CDS, INCORPORATED
Ref. Number: W99000008065

We have received your document for CDS, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 399A00017064

ARTICLES OF INCORPORATION
OF
CLEAR DIRECTION SIGNS & SIGNALS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 12 PM 12:34

ARTICLE I

The name of this Corporation is CLEAR DIRECTION SIGNS & SIGNALS, INC..

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be sixty shares of common stock, with no par value.

ARTICLE IV

The street address of the place of business of the Corporation is 799 Bennett Drive, Longwood, Florida 32752. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is LAWRENCE J. PHALIN.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the directors:

Name

Address

Patricia A. Burkett

799 Bennett Road
Longwood, Florida 32752

Ronald J. Burkett

799 Bennett Road
Longwood, Florida 32752

ARTICLE VI

The name and address of the subscriber are LAWRENCE J. PHALIN, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: April 8, 1999.


LAWRENCE J. PHALIN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 8, 1999, by LAWRENCE
J. PHALIN. He is personally known to me or has produced

(type of identification) as identification.



Dorothy Harper
MY COMMISSION # CC572555 EXPIRES
November 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Dorothy Harper
Name: DOROTHY HARPER
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

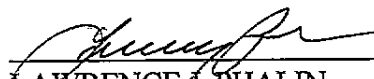
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CLEAR DIRECTION SIGNS & SIGNALS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 799 Bennett Road, Longwood, Florida 32752, Seminole County, State of Florida, has named LAWRENCE J. PHALIN as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.



LAWRENCE J. PHALIN
(Registered Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 PM 12:34