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Florida Department of State
Division of Corporations
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Account Name : CONERLY & HELMICH, P.L.L.C.
Account Number : I19990000084
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FILED
99 MAY 14 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Cleveland Consulting, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CLEVELAND CONSULTING, INC.**

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99 MAY 14 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is CLEVELAND CONSULTING, INC.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of conducting all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 34851 Emerald Coast Parkway, Suite 100, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

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ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have at least two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

GERALD G. CLEVELAND
212 Brook Court
Niceville, Florida 32578

MICHAEL B. CLEVELAND
212 Brook Court
Niceville, Florida 32578

ARTICLE VIII
PRINCIPAL OFFICE

The principal office of this Corporation is 212 Brook Court, Niceville, Florida 32578, and the mailing address of this Corporation is P.O. Box 5190, Niceville, Florida 32578.

ARTICLE IX
INCORPORATOR

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

GERALD G. CLEVELAND
212 Brook Court
Niceville, Florida 32578

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent and without a meeting as provided by law.

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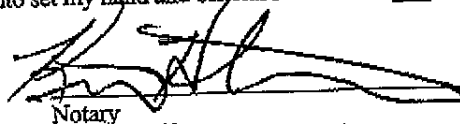
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 13 day of May, 1999.


GERALD G. CLEVELAND

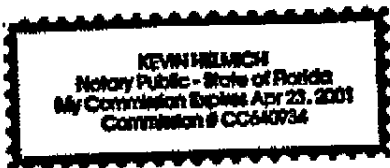
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared GERALD G. CLEVELAND who produced personally known as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 13th day of May, 1999.


Notary

(Seal)

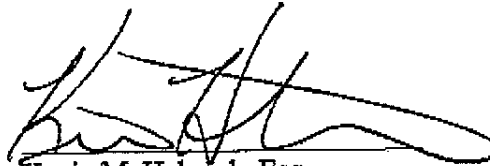


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ACCEPTANCE


I hereby am familiar with and accept the duties and responsibilities as registered agent for CLEVELAND CONSULTING, INC.


Kevin M. Helmich, Esq.,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich who is personally known to me and who did take an oath, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 14th day of May, 1999.

 Colleen M. Kramer
Notary Commission CG805385
Expires January 31, 2003

Colleen M. Kramer
Notary

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99 MAY 14 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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