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Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310
E-MAIL: MAWS-FL@Worldnet.att.net

August 11, 1999

Via Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/12/99--01041--016
*****78.75 *****78.75

Re: Articles of Incorporation of CDM Services Group, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of CDM Services Group, Inc., to be filed immediately. I have enclosed the firm's check in the amount of \$78.75, representing your filing fee. Upon filing the articles, please send me a certified copy of the articles in the self-addressed, stamped envelope enclosed.

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,


Michael J. Appleton

MJA/sc
Enclosure
E:\MJAMJA\cdmserv.gen\divcorp.1.wpd

FILED
99 AUG 12 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/18/99


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CDM SERVICES GROUP, INC.

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

ARTICLE I

The name of this corporation shall be CDM SERVICES GROUP, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The aggregate number of shares which the corporation is authorized to issue is 10,000, all of which shall be common shares without par value.

ARTICLE IV

The principal place of business of the corporation will be located at 1031 W. Morse Boulevard, Suite 105, Winter Park, Florida 32789. The name of the initial registered agent at such address is Michael J. Appleton, Esq.

ARTICLE V

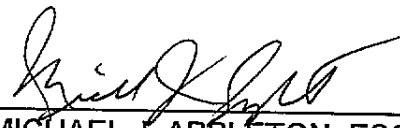
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Michael J. Appleton, Esq.	1031 W. Morse Boulevard Suite 105 Winter Park, FL 32789

ARTICLE VI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file these Articles of Incorporation, and has hereunto set his hand and seal at Winter Park, in the County of Orange, State of Florida, this 11th day of August, 1999.

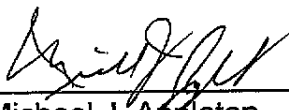


MICHAEL J. APPLETON, ESQ.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, MICHAEL J. APPLETON, having been designated as registered agent for CDM SERVICES GROUP, INC., hereby accept said appointment and declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED at Winter Park, Orange County, Florida, this 11th day of August, 1999.



Michael J. Appleton

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TALLAHASSEE, FLORIDA