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Civil Litigation
Business Disputes
Securities Arbitration

EFFECTIVE DATE
8-12-99

August 13, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-08/16/99--01111--016
****122.50 ****78.75

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Re: Cartlidge Consulting, Inc.

Ladies/Gentlemen:

Kindly file the enclosed original and copy of Articles of Incorporation for the above corporation and forward a certified copy of the Articles to my office in the self-addressed stamped envelope provided. My trust account check in the sum of \$122.50 is enclosed for your fees.

If you have any questions or require any additional information, please feel free to contact my office. Thank you.

Very truly yours,

W.A. Clayton, Jr.
W. Andrew Clayton, Jr. *acc*

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99 AUG 16 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:m
enc.

EFFECTIVE DATE
8-12-99

**ARTICLES OF INCORPORATION OF
CARTLIDGE CONSULTING, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Cartlidge Consulting, Inc.

ARTICLE II

The existence of the Corporation shall begin on August 12, 1999.

ARTICLE III

The Corporation may engage in any lawful business.

ARTICLE IV

The street address of the principal office of the Corporation is 4306 North Tamiami Trail, Sarasota, Florida 34234.

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TALLAHASSEE, FLORIDA

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. The par value of the Common Shares shall be \$0.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial registered agent for the Corporation is W. Andrew Clayton, Jr., Esq., 1800 Second Street, Suite 880, Sarasota, Florida 34236.

ARTICLE VII

The initial board of directors shall consist of one member. The name of the initial director is Edward Rand Cartlidge, whose address is the same as that of the Corporation's principal office, described above.

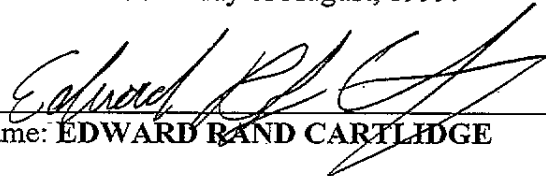
ARTICLE VIII

The name and street address of the person signing these articles of incorporation is Edward Rand Cartlidge whose address is the same as that of the Corporation's principal office, described above.

ARTICLE IX

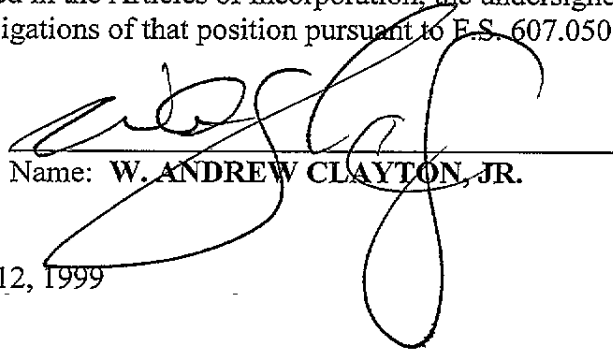
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 1999.


Name: **EDWARD RAND CARTLIDGE**

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cartlidge Consulting, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: **W. ANDREW CLAYTON, JR.**

Date: August 12, 1999

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