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DOUGLAS A. LOPP, P.A.
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132 S. LITHIA PINECREST ROAD
BRANDON, FLORIDA 33511

MEMBER OF
NEW YORK
AND FLORIDA BARS

TELEPHONE: (813) 651-3505
FAX: (813) 681-4922

September 29, 1999

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

000003007750--7
-10/06/99-01084-020
*****78.75 *****78.75

SUBJECT: C.R.Y., Inc

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please return the certificate to the undersigned at the above address.

() \$70.00
Filing Fee

(X) \$78.75
Filing Fee
& Certificate

() \$122.50
Filing Fee
& Certified Copy

() \$131.25
Filing Fee,
Certified Copy,
& Certificate

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT -6 AM 11:17

FILED

Respectfully submitted,

Douglas A. Lopp

Attachments

10/11

DOUGLAS A. LOPP, P.A.
132 S. LITHIA PINECREST ROAD
BRANDON, FLORIDA 33511
(813) 651-3505
Fax: (813) 681-4922

October 13, 1999

VIA FACSIMILE: (850) 487-6804
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Angie

Re: Richard Yager

Dear Angie:

This will confirm your conversation yesterday with my office with respect to the above-referenced individual in which my office advised you that Mr. Yager authorized the change of the original corporation name of CRY, Inc. to Consulting by Richard Yager. If you have any questions, please do not hesitate to contact my office.

Sincerely yours,



Douglas A. Lopp

DAL/ma

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

CONSULTING BY RICHARD YAGER, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Consulting by Richard Yager, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3526 Yale Circle, Riverview, Florida 33569.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000,000, all of which shall be common shares. 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 IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Richard A. Yager, 3526 Yale Circle, Riverview, Florida 33569.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

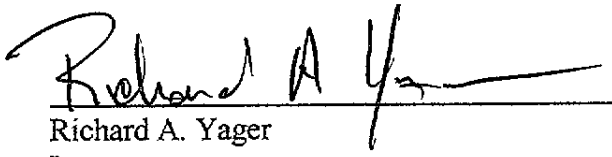
Name

Address

Richard A. Yager

**3526 Yale Circle, Riverview, Florida,
33569**

The undersigned has executed these articles of incorporation on September 29, 1999.


Richard A. Yager
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

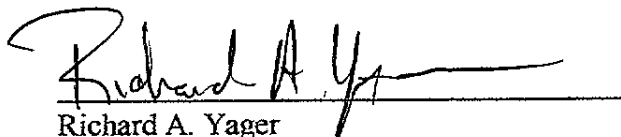
PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Consulting by Richard Yager, Inc.
2. The name and address of the registered agent and office is:

Richard A. Yager
3526 Yale Circle
Riverview, Florida 33569

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1999 OCT -6 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated 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.


Richard A. Yager

September 29, 1999