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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

8/4/00

Requestor Name:

Carlton Fields

Address:

Post Office Box 190
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

900003346639--3

Contact Name:

Maelene Tyson (269)
Cheryl Iglar (252)

Corporation Name:

CP WORLDWIDE, INC.

Entity Number (if applicable):

Authorization:

Maelene Tyson

SECRET
TALLAHASSEE, FLORIDA
AUG -4 PM 2:51

Certified Copy (1-9)

UCC'S

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

() Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

Pick Up
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
(TALLAHASSEE, FLORIDA)

() Mail Out

RECEIVED
00 AUG -4 PM 2:51

CF Internal Use Only

Client: 44213 Matter: 98921

SMITH AUG 04 2000

TAL#501656.01

**ARTICLES OF INCORPORATION
OF
CP WORLDWIDE, INC.**

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

CP Worldwide, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is: 9359 Fountainebleau Blvd., #F-405, Miami, Florida 33172.

ARTICLE III

Effective Date

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

ARTICLE IV

Capital Stock

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of Eighty Thousand Common Shares (80,000) common shares, having a par value of \$0.001 per share ("Common Shares") and Twenty Thousand (20,000) preferred shares having a par value of \$0.001 per share (the "Preferred Shares").

The Board of Directors of the Corporation (the "Board of Directors") is hereby expressly authorized, subject to limitations prescribed by law and this Article IV, to provide for the issuance of Preferred Shares in one or more classes or series, and, by filing Articles of Amendment to the Articles of Incorporation pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such class or series, to fix the designations, powers, preferences, and rights of the shares of such class or series and any qualifications, limitations, or restrictions thereof; and, subject to the limitations and restrictions set forth in the Articles of Amendment or Amendments adopted by the Board of Directors originally fixing the number of shares constituting any series or class, to increase or decrease the number of shares of any such class or series subsequent to the issue of shares of that class or series, but not below the number

of shares of such class or series then outstanding. In case the number of shares of any class or series of Preferred Shares shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the Amendment or Amendments to the Articles of Incorporation originally fixing the number of shares of such class or series.

Except as expressly provided in any Amendment or Amendments to the Articles of Incorporation designating any class or series of Preferred Shares pursuant to the foregoing provisions of this Article IV, shares of any class or series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise), purchased, or otherwise acquired by the Corporation, or which, if convertible or exchangeable, have been converted or exchanged for shares of stock of any other class, classes, or series, shall have the status of authorized and unissued shares of Preferred Shares and may be reissued as part of the class or series of which they were originally a part or may be reclassified and reissued as part of a new class or series of Preferred Shares to be created pursuant to the provisions of this Article IV or as part of any other class or series of Preferred Shares.

ARTICLE V
Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131, and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., Attention: Carlos Zumpano.

ARTICLE VI
Incorporator

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Tania Maria Paz	9359 Fountainebleau Blvd. F-405 Miami, Florida 33172

ARTICLE VII
Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII
Initial Directors

The Corporation shall have two (2) directors initially, each of whom shall serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation and his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death. The number of directors of the Corporation hereafter shall be such number as from time to time fixed by, or fixed in the manner prescribed by, the bylaws of the Corporation; provided, however, that in no event shall the number of directors be less than one. The names and mailing addresses of the persons who shall serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Tania Maria Paz	9359 Fountainebleau Blvd. F-405 Miami, Florida 33172
Jorge H. Carballo	6834 S.W. 14 th Street Miami, Florida 33172

ARTICLE IX
Removal of Directors

Subject to the rights of the holders of any class or series of Preferred Shares then-outstanding, any director of the Corporation, or the entire Board of Directors, may be removed from office at any time by the shareholders of the Corporation, but only for cause.

ARTICLE X
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

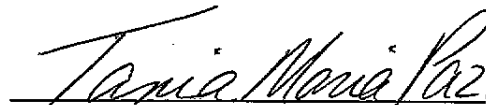
The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article X is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

Dated this 4th day of August, 2000.



Tania Maria Paz
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 4th day of August, 2000.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By: Carlos Zumpano
Carlos Zumpano

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TALLAHASSEE, FLORIDA