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W03-11227



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 057718 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 18, 2003

ORDER TIME : 11:27 AM

ORDER NO. : 057718-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq

Suite 100
600 S. Magnolia Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: CB HOLDING CORPORATION

*****FILE FIRST*****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 18, 2003

CSC

SUBJECT: CB HOLDING CORPORATION
Ref. Number: W03000011227

RESUBMIT
Please give original
submission date as file date.

We have received your document for CB HOLDING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 303A00023510

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
BEHNKE HOLDING CORPORATION**

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

**ARTICLE 1
Name**

The name of this corporation is: **BEHNKE HOLDING CORPORATION**

**ARTICLE 2
Principal Office**

The principal office and mailing address of this corporation is: 14325 State Road 54, Odessa, Florida 33556.

**ARTICLE 3
Shares**

This corporation is authorized to issue 1 million shares of voting common stock, par value \$.01 per share.

**ARTICLE 4
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 600 S. Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the initial registered agent of this corporation is: **Robert E. Aylward**.

**ARTICLE 5
Incorporator**

The name and address of the person signing these Articles of Incorporation are:

Name

Carl Behnke

Address

14325 State Road 54
Odessa, FL 33556

ARTICLE 6
Amendment

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

ARTICLE 7
Indemnification

This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law. The corporation, however, shall not be subject to court ordered indemnification pursuant to section 607.0950(9), Florida Statutes.

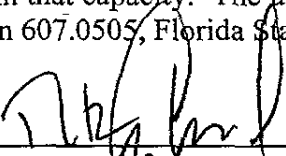
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 8 day of April, 2003.



CARL BEHNKE

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.



ROBERT E. AYLWARD

BEHNKE/CBHOLDINGCORP.ARTINC