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ACCOUNT NO. : 072100000032

REFERENCE : 557587 4303929

AUTHORIZATION : *Patricia Poynter*

COST LIMIT : \$ 122.50

ORDER DATE : October 8, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 557587-005

CUSTOMER NO: 4303929

200002314792--7

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CCS USA CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

SN 'OCT - 8 1997

FILED  
97 OCT - 8 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**FILED**

**CCS USA CORP.**

97 OCT -8 AM 11:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is CCS USA CORP. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1150 N.W. 72<sup>nd</sup> Avenue, Miami, Florida 33126.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2400, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Joseph Hernandez.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors,

who will serve as the Corporation's directors until successors are duly elected and qualified are:

C. Maurice Ciola  
1150 N.W. 72<sup>nd</sup> Avenue  
Miami, Florida 33126

Oscar Calvete  
1150 N.W. 72<sup>nd</sup> Avenue  
Miami, Florida 33126

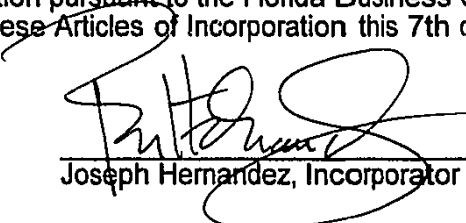
**ARTICLE VII**

The name of the Incorporator is Joseph Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

**ARTICLE VIII**

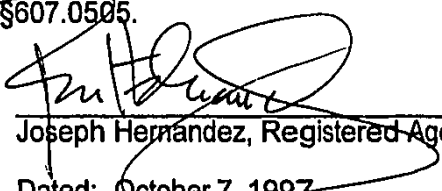
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of October, 1997.

  
\_\_\_\_\_  
Joseph Hernandez, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of CCS USA CORP. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Joseph Hernandez, Registered Agent

Dated: October 7, 1997

**FILED**  
OCT - 8 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA