

F95000001536
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001435334
-03/21/95--01112--016
*****78.75 *****78.75

SUBJECT: C.D.M. Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Carlos Robles
(Name of Person)
C.D.M. Incorporated
(Firm/Company)
12386 S.W. 82nd Ave.
(Address)
Miami, FL. 33156
(City, State and Zip Code)

W95-6272
95 FEB 30 PM 12:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Carlos Robles at (305) 252-4990
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 21, 1995

**CARLOS ROBLES
C.D.M. INCORPORATED
12386 S.W. 82ND AVE.
MIAMI, FL 33156**

**SUBJECT: C.D.M. INCORPORATED
Ref. Number: W9500006272**

We have received your document for C.D.M. INCORPORATED and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return 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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 495A00012686

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Carlos Robles, do hereby certify
that this Resolution of the Board of Directors of C.D.M. Incorporated
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on January 31, 1995.

Resolved, that C.D.M. Incorporated, organized
and existing in the State of Delaware, hereby adopts the
name C.D.M.I. Inc. for use in Florida.

Dated: March 28, 1995



Signature of at least one director

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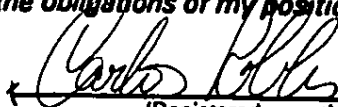
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. C.D.M. Incorporated
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 65-0553895
(FEI number, if applicable)
4. January 31, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 12386 S.W. 82nd Ave.
Miami, FL. 33156
(Current mailing address)
8. Owners Home Office
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Carlos Robles
Office Address: 8270 S.W. 119th Street
Miami, Florida, 33156
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carlos Robles
Address: 8270 S.W. 119th St.
Miami, FL. 33156

Vice Chairman: Carrie Robles
Address: 8270 S.W. 119th St.
Miami, FL. 33156

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Carlos Robles
Address: 8270 S.W. 119th St.
Miami, FL. 33156

Vice President: Carrie Robles
Address: 8270 S.W. 119th St.
Miami, FL. 33156

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carlos Robles
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carlos Robles, Pres.
(Typed or printed name and capacity of person signing application)

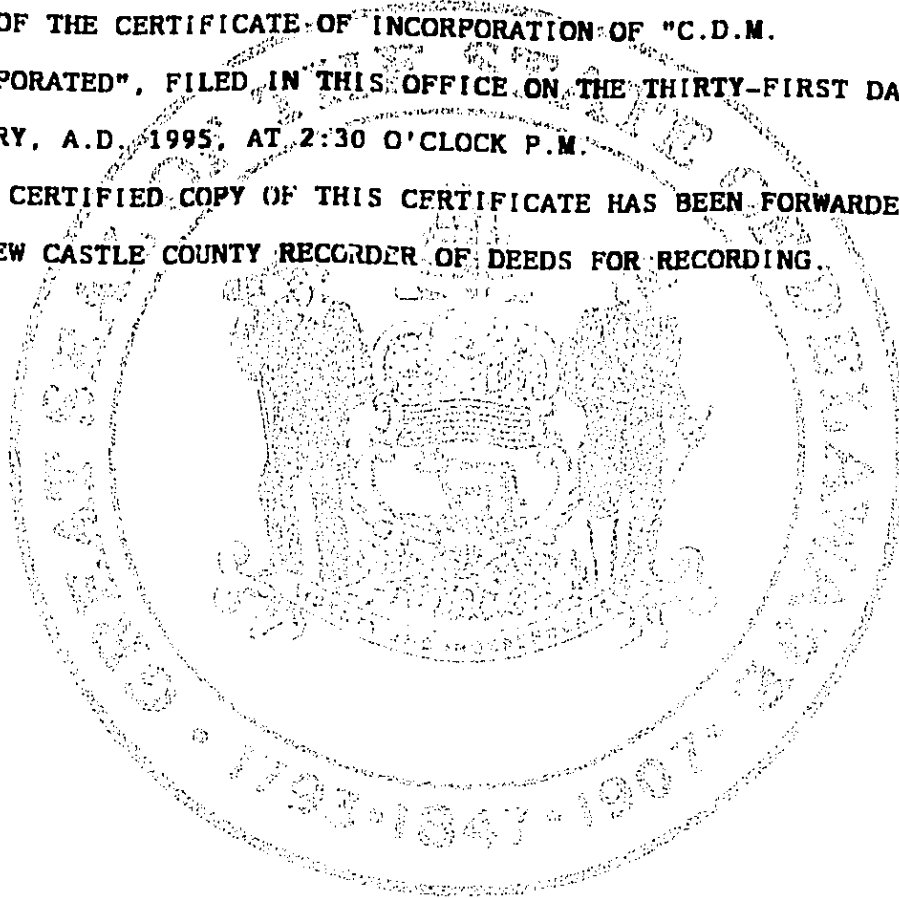
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "C.D.M.
INCORPORATED", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF
JANUARY, A.D. 1995, AT 2:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED
TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7392965

02-01-95