

LAW OFFICES OF

Steven Friedman

MEMBER OF FLORIDA AND NEW YORK BARS

P00000016338

February 8, 2000

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: CPS Integrated Services, Inc.

300003132053--1
-02/11/00--01012--007
*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of CPS Integrated Services, Inc. Upon issuance of the Articles please return a conformed copy of the ARTICLES and certificate. A return envelope is enclosed for your convenience.

My check payable to the Secretary of State in the sum of \$70.00 is enclosed.

Thank you for your attention to the foregoing.

Very truly yours,



STEVEN FRIEDMAN, ESQ.

SF/slw

Enclosure

FILED
00 FEB 10 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

00 FEB 10 AM 8:34

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ONE: The name of the Corporation is:

CPS INTEGRATED SERVICES, INC.

TWO: The principal place of business and mailing address of this Corporation shall be:
2291 SW 51st Court
Ft. Lauderdale, Florida 33312

THREE: The Corporation shall have perpetual existence, unless sooner dissolved according to law. The date when the Corporation shall commence is upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

FOUR: The general purpose for which this Corporation is initially organized and the general nature of the business to be transacted by said corporation shall be and is as follows:

To engage in, transact and include the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, including the Florida General Corporation Act, as amended.

FIVE: The aggregate number of shares which this corporation shall have authority to issue shall be a total of One Thousand (1000) Shares, par value common, with no par value.

SIXTH: The street address of its initial registered agent's office is: 2291 SW 51st Court, Ft Lauderdale, Florida 33312. The name of its initial registered agent at such office is: DENNIS F. CRESS. I hereby accept to act as a registered agent at the office so designated.

Dennis F. Cress
DENNIS F. CRESS,
REGISTERED AGENT

SEVEN: The number of directors constituting the Board Of Directors shall be three.

Thereafter, the Board Of Directors may be expanded. The name and address of each person who is to serve as a member of the initial Board Of Directors is:

JESSE STRAUGHN
5251 SW 23rd Avenue
Ft. lauderdale, Florida 33312

DENNIS F. CRESS
2291 SW 51st Court
Ft. Lauderdale, Florida 33312

JAI ME PLANA
1053 SW 12th Street
Boca Raton, Florida 33486

EIGHT: The name and address of each incorporator is:

DENNIS F. CRESS
2291 SW 51st Court
Ft. Lauderdale, Florida 33312

NINTH: The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers or agents as may be deemed necessary. All agents and officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws as determined by the Board Of Directors.

TEN: These Articles Of Incorporation may be amended in the manner as provided by law.

CERTIFICATE OF SERVICE

IN WITNESS WHEREOF, I, the undersigned, subscribing incorporator, have hereunto set my hand and seal this 7 day of FEBRUARY, 2000, and hereby make and file, in the Office Of the Secretary Of State Of The State Of Florida, this, CERTIFICATE OF INCORPORATION and certify that the facts herein stated are true.

Dennis F. Cress
DENNIS F. CRESS,
INCORPORATOR

Attorney:

STEVEN FRIEDMAN, ESQ.
235 North University Drive
Pembroke Pines, Florida 33024
Telephone: 954-966-2710

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

FILED
00 FEB 10 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

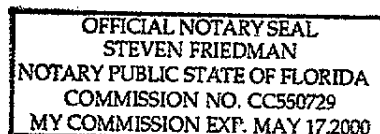
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared

DENNIS F. CRESS

to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of FEBRUARY, A.D., 2000.

Personally Known ✓ or Produced Identification _____



[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES: