

P 60000040255

April 12, 2000

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-04/17/00--01126--011
*****70.00 *****70.00

Re: C & S Holding Group, Inc.,
625 Greencove Terrace No. 127
Altamonte Springs, FL 32714

Dear Division of Corporations:

Enclosed please find our Articles of Incorporation and the Registered Agent for filing, together with our check in the amount of \$70.00 to cover the filing fee and the registered agent fee.

Sincerely,

Gary E. Capuano

GC/smj

FILED
00 APR 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

C & S HOLDING GROUP, INC.

THE UNDERSIGNED subscriber to these **ARTICLES OF INCORPORATION**, being a natural person competent to contract, does hereby forms a corporation for profit under the laws of the State of Florida.

FILED
00 APR 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

THE NAME of the corporation shall be **C & S HOLDING GROUP, INC.**

ARTICLE II PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **100 shares of common stock**, each share having a par value of **One Dollar (\$1.00)**.

ARTICLE IV REGISTERED OFFICE

THE INITIAL registered office of the corporation shall be at 625 Greencove Terrace No. 127, Altamonte Springs, Florida, 32714. The shareholder(s) may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent for the corporation shall be **Gary E. Capuano**, at 625 Greencove Terrace No. 127, Altamonte Springs, Florida, 32714.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of two directors. The initial Board of Directors shall consist of:

NAME:

Gary E. Capuano

Michael Shapiro

ADDRESS:

**625 Greencove Terrace No. 127
Altamonte Springs, FL 32714**

**625 Greencove Terrace No. 127
Altamonte Springs, FL 32714**

INCORPORATORS

THE NAME and street address of the subscriber(s) of these Articles are:

ADDRESS:

**625 Greencove Terrace No. 127
Altamonte Springs, FL 32714**

AMENDMENT

THIS CORPORATION reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein before names, have hereunto set their hands and seals on this 12 day of April, 2000, for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Gary E. Capuano

[illegible]

BEFORE ME, personally appeared Gary E. Capuano, and being personally known by me, who after being duly cautioned and sworn, deposes and states that he is the individual described in the above and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed, on this 12 day of April, 2000.


(SEAL)

Sheridenna M Johnson
My Commission CC855545
Expires July 15, 2003

**Notary Public
State of Florida
My Commission Expires:**

The following is submitted in compliance with the laws of the State of Florida. **C & S HOLDING GROUP, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 625 Greencove Terrace No. 127, Altamonte Springs, Florida, 32714, has named **Gary E. Capuano**, whose address is 625 Greencove Terrace No. 127, Altamonte Springs, Florida 32714, as its Agent to accept service of process within this State.


I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.



Gary E. Capuano

BEFORE ME, the undersigned authority, this day personally appeared **Gary E. Capuano**, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed therein.

(SEAL)

 Sheridenna M Johnson
My Commission CC855545
Expires July 15, 2003