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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

c.m.g. south, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
C.M.G. SOUTH, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
C.M.G. South, Inc.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of
the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares
of stock. The shares of stock authorized shall be common stock having a par value of One Dollar
(\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board
of Directors.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Michael J. Machael
650 Meadowbrook Lane
New Port Richey, Florida 34653

The Corporation's principal office shall be:

2614 Summit Avenue
Union City, New Jersey 07087

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Laurence Preschel LAURENCE PRESCHHEL	907 Prince Street Teaneck, New Jersey 07660
Howard S. Preschel Preschel	154 Morrison Street Teaneck, New Jersey 07666

Laurence Preschel *Howard S. Preschel*

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ARTICLE VII

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

NAME

ADDRESS

Lawrence Preschel

907 Prince Street
Teaneck, New Jersey 07660

LAURENCE PRESCHTEL
Lawrence Preschel

ARTICLES VIII

COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Lawrence Preschel (SEAL)
LAURENCE PRESCHTEL
Lawrence Preschel

STATE OF NEW JERSEY)
COUNTY OF Bergen) SS.

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 23rd day of May, 2000 by LAWRENCE PRESCHTEL who is personally known to me or

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who produced DRIVERS E.S.C. as identification..

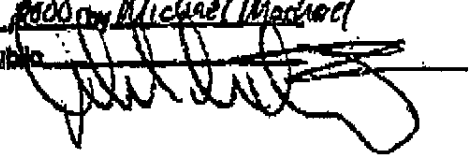

NOTARY PUBLIC
STEVEN E. HILLE
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES DEC. 1, 2003

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TALLAHASSEE, FLORIDA

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.


Michael J. Michael

Date: 5-30-00

State of FL County of Pasco
Signed before me on this 31st day
of May, 2000 by Michael Michael
Notary Public 



"OFFICIAL SEAL"
Alexander M. Casatelli
My Commission Expires 6/20/2000
Commission #CC 564529

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