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FILED
00 AUG 11 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(305) 945-7800

August ¹⁰, 2000

Via Fedex: 8215 7993 1696

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

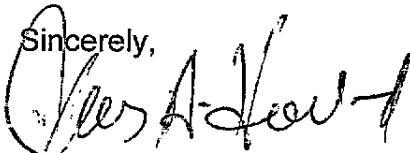
SUBJECT: C & M Enterprises of Hollywood, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$78.75 payable to the **Department of State** representing your Filing Fee and Certificate for the above-captioned incorporation.

In the event you have any questions, please feel free to contact the undersigned.

Sincerely,



JAMES A. HORLAND

JAH:cs

Enclosures: As Noted

D. BROWN AUG 1. 7. 2000

ARTICLES OF INCORPORATION
OF
C & M ENTERPRISES OF HOLLYWOOD, INC.

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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.

ARTICLE I: NAME

The name of the corporation shall be:

C & M ENTERPRISES OF HOLLYWOOD, INC.

The address of the principal office of this corporation shall be 5800 Funston Street, Hollywood, Florida 33023 and the mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 5,000 shares of common stock having \$.01 par value per share.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 290 North West 165th Street, Penthouse 4, Miami, Florida 33169, and the name of the initial registered agent of the corporation at that address is James A. Horland.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The name and address of the initial members of the Board of Directors are:

Morton J. McKenna
Director

5800 Funston Street
Hollywood, FL 33023

ARTICLE VII: OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Morton J. McKenna
President/Treasurer/Secretary

5800 Funston Street
Hollywood, Florida 33023

ARTICLE VIII: SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

James A. Horland
290 North West 165th Street
Penthouse 4 - CitiCentre
Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned, has hereunto set their hand and seal on:

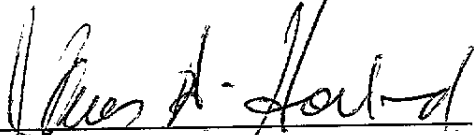

James A. Horland, Incorporator

August 10, 2000

Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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


James A. Horland, Registered Agent

August 10, 2000

Date

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