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ACCOUNT NO. : 072100000032

REFERENCE : 060667 7260555

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 MAR -1 PM 4:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 28, 2001

ORDER TIME : 12:50 PM

ORDER NO. : 060667-005

CUSTOMER NO: 7260555

CUSTOMER: Mr. Michael V. Eisenberg
Mr. Michael V. Eisenberg
Cpi Group, Inc.
Suite 104
4302 Henderson Blvd.
Tampa, FL 33629

800003792048--7

DOMESTIC FILING

NAME: CPI GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
01 MAR -1 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CPI GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CPI GROUP, INC.

The address of the principal office of this corporation shall be 4302 Henderson Boulevard, Suite 104, Tampa, Florida 33629, 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 is 1,500 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 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michael V. Eisenberg	4302 Henderson Boulevard, Suite 104,
Dir.	Tampa, Florida 33629

Lisa Levitt	4302 Henderson Boulevard, Suite 104,
Dir.	Tampa, Florida 33629

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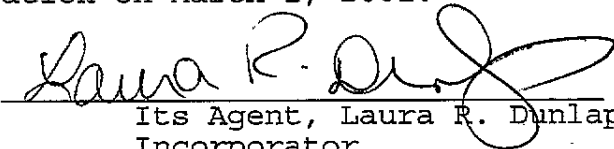
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

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

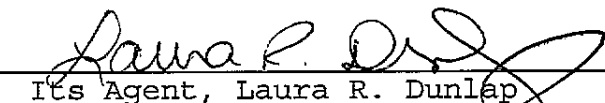
The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on March 1, 2001.


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

jkg