

HARTER, SECREST & EMERY LLP
ATTORNEYS AT LAW

One HSBC Center, Suite 3550
Buffalo, New York 14203-2884
716-853-1616

111 Washington Avenue, Suite 303
Albany, New York 12210-2206
518-434-4377

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

PELICAN BAY CORPORATE CENTER
5551 RIDGEWOOD DRIVE, SUITE 405
NAPLES, FLORIDA 34108-2753
941-598-4444
FAX 941-598-2781
E-MAIL: bmcavoy@hselaw.com

700 Midtown Tower
Rochester, New York 14604-2070
716-232-6500

6719 Winkler Road, Suite 121
Fort Myers, Florida 33919-7200
941-489-1774

Please Reply To: Naples
Direct Dial: 941-598-5809

May 15, 2001

PO1000053308

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

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*****78.75 *****78.75

Re: C & S International Holdings, Inc.

Gentlemen:

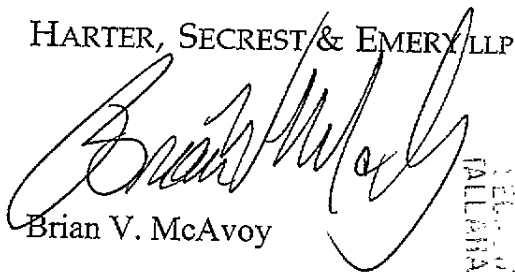
Enclosed please find the original and one copy of the Articles of Incorporation for the above, along with our check in the amount of \$78.75, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

HARTER, SECREST & EMERY LLP


Brian V. McAvoy

BVM:mfb

Enclosures

cc: Mr. Michael W. Cook(w/enc.)
Mr. Chen Tung Su(w/enc.)

2001 MAY 21 PM 2:24
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

5/30/01

ARTICLES OF INCORPORATION

OF

C & S INTERNATIONAL HOLDINGS, INC.

2001 MAY 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I. - NAME

The name of this Corporation is **C & S INTERNATIONAL HOLDINGS, INC.**

ARTICLE II. - PRINCIPAL OFFICE

The principal office of this Corporation is located at:

7700 Davis Boulevard
Naples, Florida 34104

ARTICLE III. - COMMENCEMENT AND DURATION

This Corporation shall commence to exist on the date these Articles are filed by the Department of State, in accordance with Section 607.0123(1), Florida Statutes, and shall have perpetual existence.

ARTICLE IV. - PURPOSE

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V. - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) common shares, all of one class, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Brian V. McAvoy

5551 Ridgewood Drive, Suite 405
Naples, Florida 34108

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have two (2) Directors. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (1).

The names and addresses of the initial Directors of this Corporation are:

Michael W. Cook

6821 Compton Lane
Naples, Florida 34104

Chen Tung Su

6822 Compton Lane
Naples, Florida 34104

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are

Michael W. Cook

6821 Compton Lane
Naples, Florida 34104

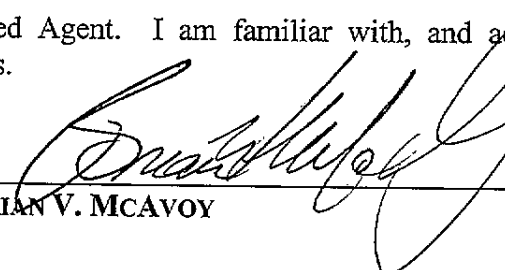
IN WITNESS WHEREOF, I have subscribed my name.



MICHAEL W. COOK, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.



BRIAN V. MCAVOY