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LAW OFFICE
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

200 EAST BROWARD BOULEVARD
SUITE 1900
FORT LAUDERDALE, FLORIDA 33301

(954) 462-9500
FACSIMILE (954) 462-9567

WWW.STEARNSWEAVER.COM

DAVID P. LHOTA
DIRECT LINE (954) 462-9576
email: dlhota@swmwas.com

MIAMI OFFICE
MUSEUM TOWER
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
(305) 789-3200

TAMPA OFFICE
SUITE 2200
SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602
(813) 223-4800

September 5, 2001

Via Certified Mail - Return Receipt Requested
Return Receipt No. Z 243 543 460

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida, 32314

RE: Articles of Incorporation of *CTG Holdings, Inc.*

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-09/07/01--01098--001
*****70.00 *****70.00

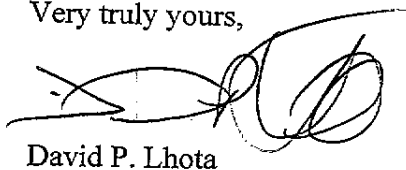
Dear Sir or Madam:

Enclosed herewith for filing, please find an original and one copy of the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation. Also enclosed is our check payable to the Florida Department of State in the amount of \$70 to cover the filing fee.

Please return the copy of the Articles stamped as filed, to the attention of the undersigned.

If you have any questions, please do not hesitate to give us a call.

Very truly yours,


David P. Lhota

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DPL/jad

Enclosures

I:\W-IP\4691.000\Letter-Secretary of State

T. Burch SEP 11 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CTG HOLDINGS, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CTG HOLDINGS, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1000 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

David P. Lhota, Esq.
Stearns, Weaver, Miller, Weissler, Alhadeff & Sitterson, P.A.
200 East Broward Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VI

This corporation shall have four (4) officers initially. The name and address of the initial officers of the corporation, who shall hold office until successors are elected and qualified or until the earlier resignation or removal from office are:

Charles Petruzzi
660 Linton Blvd., Suite 206G
Delray Beach, Florida 33444

Greg Penbe
660 Linton Blvd., Suite 206G
Delray Beach, Florida 33444

Anthony Petruzzi
660 Linton Blvd., Suite 206G
Delray Beach, Florida 33444

Cliff Penbe
660 Linton Blvd., Suite 206G
Delray Beach, Florida 33444

The number of officers and/or directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

**Charles Petruzzi
660 Linton Blvd., Suite 206G
Delray Beach, Florida 33444**

ARTICLE VIII

The principal place of business and mailing address of the corporation shall be:

**660 Linton Blvd., Suite 206G
Delray Beach, Florida 33444**


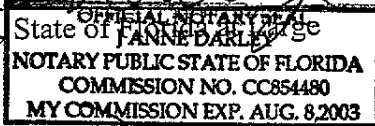
Executed at Fort Lauderdale, Florida this 5th day of Sept., 2001.

Charles Petruzzi, Incorporator

By:


Charles Petruzzi

Sworn to and subscribed before me this 5th day of Sept., 2001.


Notary Public, State of FLORIDA


My commission expires:

J. Anne Darley
Print type or stamp
Commissioned Name of Notary Public

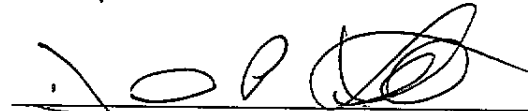
- [] Personally known OR
[] Produced identification

Type of identification produced: H. L. O. License

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **CTG Holdings, Inc.** the undersigned
accepts such appointment and agrees to act in such capacity.

Dated this 5th day of September, 2001.

A handwritten signature in black ink, appearing to read 'D. P. Lhota', written over a horizontal line.

David P. Lhota, Esq.
Stearns, Weaver, Miller, Weissler, Alhadeff &
Sitterson, P.A.
REGISTERED AGENT