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THE LAW FIRM OF
GILLESPIE & ALLISON, P.A.

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1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
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*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

January 15, 2002

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
C & D Ventures, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process, and a check in the amount of \$78.75, representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL:	\$78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed envelope. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,

Todd C. Drosky
Todd C. Drosky

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02 JAN 16 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
C & D VENTURES, INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.
CORPORATE NAME

The name of this corporation shall be:

C & D VENTURES, INC

II.
PRINCIPAL OFFICE

The principal office of this corporation shall be located at 3700 South Ocean Boulevard, Unit 610, Highland Beach, Florida 33487.

III.
NATURE OF CORPORATE BUSINESS

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

IV.
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of common stock at One Dollar (\$1.00) par value per share.

V.
DURATION

The corporation shall have perpetual existence.

VI.
**INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie, III
Suite 300, 1515 South Federal Highway
Boca Raton, Florida 33432

VII.
INCORPORATOR

The name and address of the Incorporator is:

Deborah A. Lindstrom
3700 South Ocean Boulevard, Unit 610
Highland Beach, Florida 33487

VIII.
BOARD OF DIRECTORS

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the directors of this corporation are:

Deborah A. Lindstrom
3700 South Ocean Boulevard, Unit 610
Highland Beach, Florida 33487

Carl Lindstrom
3700 South Ocean Boulevard, Unit 610
Highland Beach, Florida 33487

IX.
INFORMAL SHAREHOLDER ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X.
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XI.
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII.
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII.
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 14 day of January, 2002.


Deborah A. Lindstrom, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared DEBORAH A. LINDSTROM, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 14 day of January, 2002.



Print: TODD C. DROSKY
Notary Public
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

C & D VENTURES, INC.

under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, has named R. Bowen Gillespie, III at Suite 300, 1515 South Federal Highway, Boca Raton, Florida 33432 as its agent to accept service of process with this State.

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I, the undersigned, hereby accept to act in the capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



R. Bowen Gillespie, III, Resident Agent

FILED
02 JAN 16 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA