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•BOARD CERTIFIED (CIVIL LITIGATION)
*BOARD CERTIFIED (BUSINESS LITIGATION)

May 1, 2002

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State of Florida
Department of State - Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

VIA FEDERAL EXPRESS

Re: C&G Family Enterprises, Inc.
Our File No.: 5412-6

Dear Filing Clerk:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firms trust account check in the amount of \$78.75 made payable to the Florida Secretary of State, representing the required fee.

Please return a file-stamped copy to me; a self-addressed, stamped envelope is enclosed for your convenience. If you have any questions regarding this matter, please do not hesitate to contact me. Thank you.

Very truly yours,


Jesse E. Graham, Sr.

JEG Sr./slk
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -2 AM 9:13

5-8-02
WC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -2 AM 9:14

ARTICLES OF INCORPORATION

of

C&G FAMILY ENTERPRISES, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

ARTICLE I NAME

The name of this Corporation is C&G FAMILY ENTERPRISES, INC.

ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this Corporation is 1818 Alaqu Lake Boulevard,, Longwood, Florida 32779.

ARTICLE III EXISTENCE; DURATION

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

ARTICLE IV GENERAL PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Jesse E. Graham, Sr.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Jesse E. Graham, Sr. 369 North New York Avenue, Third Floor
Winter Park, Florida 32789

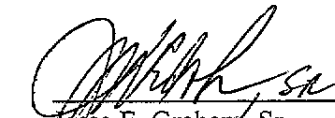
ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 30th day of April, 2002.



Jesse E. Graham, Sr.
Incorporator


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April, 2002, by Jesse E. Graham, Sr. who is personally known to me.

(Notary Seal)



Vanda D. Mitchell
MY COMMISSION # CC912143 EXPIRES
March 10, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

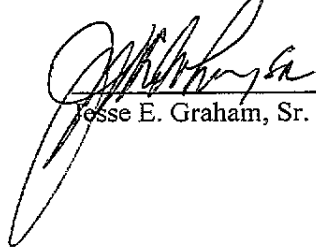


NOTARY PUBLIC
Print Name: Vanda D. Mitchell
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for C&G FAMILY ENTERPRISES, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Jesse E. Graham, Sr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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