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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 126891 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigute

ORDER DATE : June 11, 2003

ORDER TIME : 12:27 PM

ORDER NO. : 126891-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson
Greenberg Traurig, P.a.

18th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CGS INDUSTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CGS INDUSTRIES, INC.

ARTICLE I

The name of the corporation is CGS INDUSTRIES, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 34-09 Queens Boulevard, Third Floor, Long Island City, New York 11101.

ARTICLE III

This Corporation shall have authority to issue One Hundred (100) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

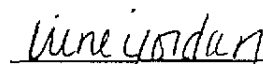
ARTICLE VII

The name of the Incorporator is Irene Jordan and the address of the Incorporator is c/o Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, NY 10022.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10th day of June, 2003.

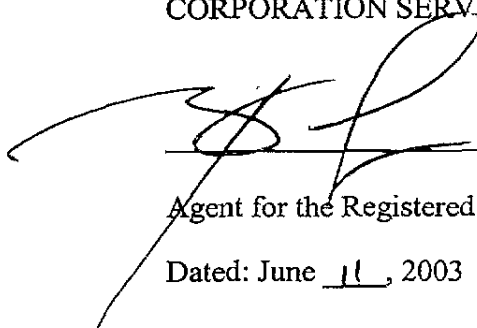


Irene Jordan, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CGS INDUSTRIES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Brian Courtney
Asst. V. Pres.
Agent for the Registered Agent

Dated: June 11, 2003