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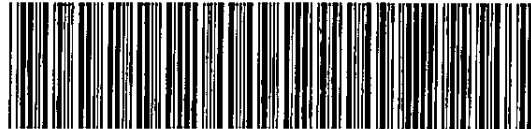
(Business Entity Name)

(Document Number)

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1/25/05
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**LAW OFFICES
OF
C. ANTHONY RUMORE**

C. Anthony Rumore, Esq.
Attorney At Law

540 East McNab Road, Suite: C
Pompano Beach, FL 33060
Tel: (954) 946-9080
Fax: (954) 946-9081
rumore55@bellsouth.net

January 6, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: CTM Holdings, Inc.

Enclosed with this letter are the executed Articles of Incorporation for business entity CTM Holdings, Inc., along with a check in the amount of **\$78.75** for filing fees. Please deliver the filed document to:

**C. Anthony Rumore
450 Las Olas Blvd., Suite: 1100
Fort Lauderdale, FL 33301**

Thank you for your assistance.

Very truly yours,


C. Anthony Rumore

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

FILED
05 JAN 20 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation ("Corporation") is CTM HOLDINGS, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV
INITIAL PRINCIPAL OFFICE**

The street and mailing address of the corporation's initial principal office is:

450 Las Olas Boulevard
Suite: 1100
Fort Lauderdale, FL 33301

**ARTICLE V
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$0.10 per share.

CTM

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

C. Anthony Rumore, Esq.
450 Las Olas Boulevard
Suite: 1100
Fort Lauderdale, FL 33301

**ARTICLE VIII
DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the bylaws. The initial directors shall be:

Christopher T. Melito
450 Las Olas Boulevard
Suite: 1100
Fort Lauderdale, FL 33301

**ARTICLE IX
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

CTM

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

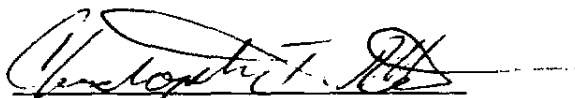
ARTICLE X OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

ARTICLE XI INCORPORATORS

The names and residence address of the incorporator is:

Christopher T. Melito
450 Las Olas Boulevard
Suite: 1100
Fort Lauderdale, FL 33301


Incorporator

Date: 12-15-04

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


C. Anthony Rumore

12-15-04
Date