

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 323
904-222-9171
904-222-0393 FAX

CSC networks

800-342-8086

P95000014788

95 FEB 22

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546790 4656A

AUTHORIZATION

COST LIMIT : \$122.50

Patsia B. Burt

ORDER DATE : February 22, 1995

ORDER TIME : 9:37 AM

ORDER NO. : 546790

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

NEED TODAY

800001412528

DOMESTIC FILING

P95000014788

NAME: CSP CONSULTING COMPANY, INC.

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
95 FEB 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM
2-22-95
02/A

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Fernando G. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
Fred W. Baggett
Kerri L. Barsh
Hilarie Bass
V. Dawn Beigley
Norman J. Benford
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark E. Bileau
Laurence Jan Bieby
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Blake D. Bringgold
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Diane Wagner Carr
David H. Chase
Michael J. Cherniga
Ary Choueke
Sue M. Cobb

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Lucia A. Dougherty
Candace R. Duff
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Kenneth Edelman
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Gay M. Epstein
Elvira A. Escribano
Henry H. (Bucky) Fox
Jorge L. Freeland
Jeffrey R. Fried
Robin F. Frydman
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Richard G. Garrett
Brian K. Gart
David J. George
Jeffrey Gilbert
Laurie L. Gilman
Bruce H. Giles-Klein
Richard J. Givsto
Lawrence Golofsky
Joel K. Goldman
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew B. Gordon

Diane Greenberg
Melvin N. Greenberg
Robert L. Grossman
Karlara A. Hall
Page A. Harper
Fr. J. F. Harris, Jr.
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Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horby
John Harrison Hough
Gerald J. Houldhan
Andrew Hulsh
John B. Hutton
Keith A. James
Martin Kalb
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Gustavo J. Lameles
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Steven B. Lapidus
Nancy B. Lash
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Juan P. Loumiot
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Heddie M. Oshelsky
Aileen Ortega
A. Friesner Pardo
Steven J. Pardo
Rose Parish-Bannon
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Marshall R. Pasternack
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Sheldon S. Polish
Roberto H. Papa
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Yvian Pares Quiruga
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Bradford D. West
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Timothy D. Wolfe
Linda G. Worton
Julie A. Zahnlser

T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salavin, of Counsel
Paul E. Shapiro, of Counsel
H. Allan Shore, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Julie A.S. Williamson, of Counsel
Zachary H. Wolff, Retired

Elizabeth C. Calvin, L.A.
305-789-5449

February 21, 1995

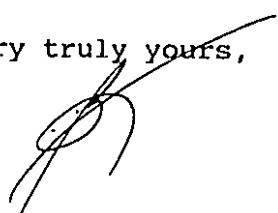
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: CSP CONSULTING COMPANY, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION
OF
CSP CONSULTING COMPANY, INC.**

FILED
95 FEB 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CSP CONSULTING COMPANY, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Thomas C. Cundy, 5900 N. Andrews Avenue - Suite 802 - Ft. Lauderdale, FL 33309-2300.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,500	\$ 0.01	Common

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 5900 N. Andrews Avenue, Suite 802, City of Ft. Lauderdale, County of Broward, State of Florida 33309-2300 and the name of its initial registered agent at such office is **Thomas C. Cundy**.

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. The number of directors constituting the initial Board of Directors are three, and the names and

addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

THOMAS C. CUNDY
5900 N. Andrews Avenue
Suite 802
Ft. Lauderdale, FL 33309

MAURICE PELAEZ
Palm Beach Polo
2304 Golf Brook Drive
Wellington, FL 33414

THOMAS SIBLEY
131 State Street
Suite 424
Boston, MA 02109

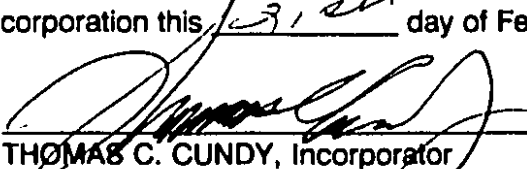
ARTICLE VII

The name of the Incorporator is Thomas C. Cundy, and the address of the Incorporator is 5900 N. Andrews Avenue, Suite 802, Ft. Lauderdale, FL 33309-2300.

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 21 day of February, 1995.


THOMAS C. CUNDY, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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


THOMAS C. CUNDY, Registered Agent

Dated: February 21 1995.