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April 7, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/17/95--01041--016
****122.50 ****122.50

Dear Sirs:

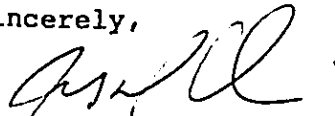
Enclosed herewith please find a check in the amount of \$122.50,
representing fees for filing a profit corporation, to wit:

C P C ENTERPRISES, INC.

Please send the completed documents of incorporation to:

JAMES G. MULLIN, Registered Agent
2263 N.W. Boca Raton Blvd., #205
Boca Raton, FL 33431

Sincerely,


James G. Mullin

JGM:amp

04-17-95 11:34

FILED
APR 11 1995
TALLAHASSEE

~~SDG~~
W95-8604
SDG



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

JAMES G. MULLIN
2263 N.W. BOCA RATON BLVD.
#205
BOCA RATON, FL 33431

SUBJECT: C P C ENTERPRISES, INC.
Ref. Number: W95000008604

We have received your document for C P C ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 995A00018869

ARTICLES OF INCORPORATION
OF
C P C ENTERPRISES OF BOCA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is C P C ENTERPRISES OF BOCA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: the marketing, promotion, developing and sales of insurance products under the guidelines of the Florida State insurance laws with all necessary licenses and requirements being met.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director if this corporation is:

Clyde Perod, 2369 E. Maya Palm Drive, Boca Raton, FL 33432

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

FILED
SECRETARY OF STATE
95 MAY -5 PM 11:30
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 N.W. Boca Raton Blvd., #205, Boca Raton, Florida 33431.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

2369 E. Maya Palm Drive, Boca Raton, FL 33432

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - FORMATION UNDER I.R.S. CODE SECTION 1244

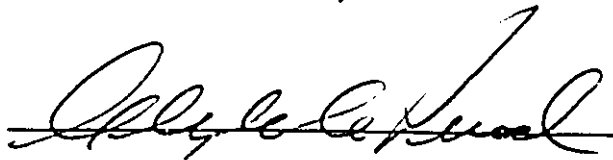
This corporation shall elect to be treated under the rules of I.R.S. Code Section 1244.

ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Clyde Perod, 2369 E. Maya Palm Drive, Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 11th day of April,
1995.



STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements, in
the State and County aforesaid, personally appeared Clyde Perod,
known to me and known by me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed same for the purposes there expressed.

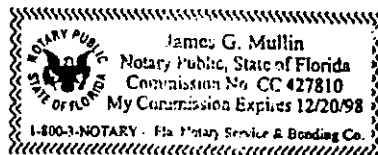
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid this 11 of
April, 1995.



James G. Mullin

Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: C P C Enterprises of Boca, Inc.
2. The name and address of the registered agent and office is: JAMES G. MULLIN, 2263 NW Boca Raton Blvd., #205, Boca Raton, FL 33431.

SIGNATURE

Odysse A. Reed
(Corporate Officer)

TITLE:

Pres -

DATE:

4/11/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:

James G. Mullin
(Registered Agent)

DATE:

4/11/95

5-00000
7/11/95