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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS SECTION OF PLANNING COVER SHEET FROM GREENBERG, TRAUER, HOFFMAN ET AL.

DEPARTMENT OF TREASURY 1251 BRICKELL AVE

STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CM ACQUISITION CORP.

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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

CM ACQUISITION CORP.

ARTICLE I

The name of the corporation is CM ACQUISITION CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Juan P. Loumiet, 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE III

The capital stock that this Corporation shall have authority to issue is Ten Thousand (10,000) 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 the persons entitled to vote 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 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is JUAN P. LOUMIET.

Submitted By: Juan P. Loumiet, Esq.
GREENBERG TRAURIG
1221 Brickell Avenue - Miami, FL 33131
FL Bar #17848
(305) 579-0500

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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 is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

CARLOS MUSSO, JR.
1221 Brickell Avenue
Miami, FL 33131

ARTICLE VII

The name of the Incorporator is JUAN P. LOUMIET and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

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 20th day of January, 1996.


JUAN P. LOUMIET - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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


JUAN P. LOUMIET, Registered Agent

Dated: January 23, 1996

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