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STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131- 9-00000000
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: C C PARTNERS, INC.

FAX AUDIT NUMBER: H96000008236 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/12/1996 TIME REQUESTED: 14:08:29
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076150002103
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Fax Audit # H96000008236
ARTICLES OF INCORPORATION
OF
C C PARTNERS, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is C C PARTNERS, INC., whose address is: 2400 South Dixie Highway, Suite 200, Miami, Florida 33133.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.

FL Bar #: 154713

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

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common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2400 South Dixie Highway, Suite 200, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is Evelyn Langlieb Greer.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is:

Evelyn Langlieb Greer
2400 South Dixie Highway
Suite 200
Miami, Florida 33133

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Evelyn Langlieb Greer
2400 South Dixie Highway
Suite 200
Miami, Florida 33133

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of June, 1996.

Evelyn Langlieb Greer
EVELYN LANGLIEB GREER

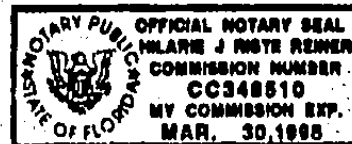
STATE OF FLORIDA)
COUNTY OF DADE) ss.

5th The foregoing instrument was acknowledged before me this 5th day of June, 1996 by EVELYN LANGLIEB GREER, who is personally known to me or who has produced as identification.

Hilari J. Riste Reiner
NOTARY PUBLIC, STATE OF FLORIDA
Print name: HILARIE J. RISTE REINER
Commission No.: _____

My Commission expires: _____

G:\GREER\WARD\CC-PART.ART



CERTIFICATE OF REGISTERED AGENT
OF
C C PARTNERS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That C C PARTNERS, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Evelyn Langlieb Greer, 2400 South Dixie Highway, Suite 200, Miami, Florida 33133, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 5 day of June, 1996.


EVELYN LANGLIEB GREER

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TALLAHASSEE, FLORIDA