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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 33401-6194
TALLAHASSEE, FL 32399 CONTACT: LINDA FERNANDEZ
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((H96000009538))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CDC OF SOUTH FLORIDA, INC.

FAX AUDIT NUMBER: H96000009538

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TALLAHASSEE, FLORIDA

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96 JUL 10 PM 12:47
DIVISION OF CORPORATIONS

**Articles of Incorporation
of
CDC OF SOUTH FLORIDA, INC.**

Article I. Name

The name of this Florida corporation is:
CDC OF SOUTH FLORIDA, INC.

Article II. Address

The mailing address of the Corporation is:

CDC OF SOUTH FLORIDA, INC.
1071 S.W. 8th STREET
MIAMI, FL 33130

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Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

MARCO BURGOS
1071 S.W. 8th STREET
MIAMI, FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors are:

MARCO BURGOS 1071 S.W. 8th Street, Miami, FL 33130
SUZANNE BURGOS 1071 S.W. 8th Street, Miami, FL 33130

Prepared by: Rachlin & Associates, P.A., 11120 1st Kendall Dr., #201, Miami, FL 33176
(305) 270-2040

Article VI.

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

Article VII. Incorporator

The name and address of the incorporator is:

MARCO BURGOS
1071 S.W. 6th STREET
MIAMI, FL 33130

Article VIII. Corporate Existence

The corporate existence of the Corporation shall be effective upon filing.

The authorized representative of the incorporator executed the Articles of Incorporation on June 20, 1998.


By _____
MARCO BURGOS
President

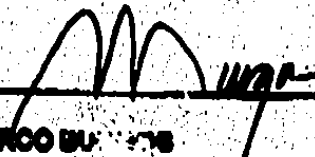
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:
CDO OF SOUTH FLORIDA, INC.**

**REGISTERED AGENT:
MARCO BURGOS
1071 S.W. 8th STREET
MIAMI, FL 33130**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties, I am familiar with and accept the obligations of the registered agent position.

By: 
MARCO BURGOS
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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