

8/19/98

FLORIDA DIVISION OF CORPORATIONS

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NAME: C.D.B. ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
C.D.S. ENTERPRISES, INC.

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

ARTICLE I

The name of the corporation is C.D.S. ENTERPRISES, INC. and the principal place of business is 112 Fitzpatrick Street, Unit B, Key West, Florida 33040-6515.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose, or at the organization meeting.

Law Offices of Mayer Gattegno  
2417 University Drive  
Coral Springs, FL 33065  
(954) 752-1822  
Fla. Bar No. 248711

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3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

#### ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 2417 University Drive, Coral Springs, Florida 33065, and the name of the initial Registered Agent of this corporation at that address is MAYER CATTEGNO, ESQ. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

#### ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

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#### ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

CARL SANTAYANA

112 Fitzpatrick Street, Unit B  
Key West, Florida 33040-6515

#### ARTICLE IX

The name and address of each person signing these Articles as an Incorporation are as follows:

CARL SANTAYANA

112 Fitzpatrick Street, Unit B  
Key West, Florida 33040-6515

#### ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders

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owning at least eighty (80%) percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected.
2. Any limitation upon the transferability or assignment of the stock.
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.
4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the Stockholders.

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EXECUTED by the undersigned at Coral Springs, Broward  
County, Florida, on this \_\_\_\_ day of August, 1996.

Carl D. Santayana  
CARL SANTAYANA

STATE OF FLORIDA  
COUNTY OF BROWARD

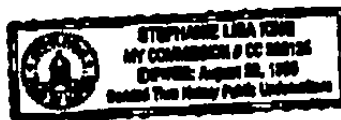
ss:

BEFORE ME, the undersigned authority, duly authorized to  
administer oaths and take acknowledgements, personally appeared,  
CARL SANTAYANA, to me well known who executed and acknowledged  
the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
Coral Springs, Broward County, Florida, this 1st  
day of August, 1996.

[Signature]  
NOTARY PUBLIC-State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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In compliance with Section 48.091, Florida Statutes, the following submitted: C.D.S. ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, has named MAYER GATTEGNO, ESQ., as its Registered Agent to accept service of process within Florida, at 2417 University Drive, Coral Springs, Florida 33065, which address is also designated as the registered office of the corporation first mentioned above.

Carl P. Santayana  
CARL SANTAYANA

Dated: 8-19-96

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certificate, MAYER GATTEGNO, hereby accepts to act in that capacity and further agrees to comply with the provision of all statutes relative to the proper and complete performance of such duties.

Mayer Gatteno  
MAYER GATTEGNO, ESQ.

Dated: 8/19/96

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