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CSC networks

PRENTICE HALL,
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 141434 126061A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : November 1, 1996

ORDER TIME : 12:45 PM

ORDER NO. : 141434-005

CUSTOMER NO: 126061A

CUSTOMER: Jonathan David, Esq
JONATHAN DAVID, ESQ

600001994896--1

Suite 219aa
7800 Red Road South
Miami, FL 33143

DOMESTIC FILING

NAME: KING DAVID HOLDING CO.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 NOV -1 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 NOV -1 PM 4:14
DIVISION OF CORPORATION

11.4.96
KR

ARTICLES OF INCORPORATION
OF
KING DAVID HOLDING CO.

FILED
95 NOV - 1 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KING DAVID HOLDING CO.

The address of the principal office of this corporation shall be 7800 RED ROAD (SW 57TH AVE), SUITE 219AA, MIAMI FL 33143 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, but is being established to hold stock of CBG International Corp., and Florida corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 99 shares of common stock having \$100 per value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7800 Red Road, Suite 219AA, Miami, FL 33143 and the name of the initial registered agent of the corporation at that address is Jonathan David.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

KING DAVID HOLDING CO.

I, Jonathan David, of 7800 S.W. 57th Avenue, Suite 219AA, Miami, Florida 33143, state that I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes for King David Holding Co.

By: _____


Jonathan David

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV - 1 PM 1:48

FILED