

11/14/96 11:40 PM NO. 153 01
P96000093631

FLORIDA DIVISION OF CORPORATIONS
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((H96000016115 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: CPR-US, INC.

AUDIT NUMBER.....H96000016115

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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11/14/96
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11/14/96 14:53

NO.153 , D02

FROM : JBA ACCOUNTING INC

PHONE NO. : 305 25168202

Nov. 14 1996 01:20PM F2

H96000016115

ARTICLES OF INCORPORATION OF :

CPR-US, INC.

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE CPR-US, INC. and its principal place of business shall be, 2620 Azalea Avenue, Miramar, FL 33025.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose or objects to be transacted, promoted or carried on by this corporation are:

Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

SHARES OF STOCK-NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock at the par value of \$1.00 per share.

The shares shall carry no pre-emptive rights.

Stock in this corporation shall be paid for in lawful money, of the United States of America, or in property, labor or services, provided that where stock is paid for in or by property, labor services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner prescribed by state statute.

Prepared by: J.B.A. Accounting, Inc.
9900 SW 168th St. # 9
Miami, FL 33157
(305) 251-6820

H96000016115

11/14/96 14:53

NO. 153 083

FROM : JBA ACCOUNTING INC

PHONE NO. : 305 25168202

Nov. 14 1996 01:20PM P3

H96000016115

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of \$500.00

ARTICLE V

DURATION

This corporation is to have perpetual existence, commencing upon the approval of the Secretary of State of this Article of Incorporation.

ARTICLE VI

DIRECTORS

The affairs of this Corporation will be managed by a Board of Directors numbering at least ONE
(1). The name and addresses of the individuals who are to serve as directors are as follows:

Kevin W. Mills
2620 Azalea Avenue
Miramar FL 33025

11/14/96 14:53

NO.153 D04

FROM : JBA ACCOUNTING INC

PHONE NO. : 305 25168202

Nov. 14 1996 01:21PM P4

H96000016115

ARTICLE VII

OFFICERS

The names and addresses of the individuals who will serve as the initial officers of the corporation until new officers are appointed at the first meeting of the shareholders, are as follows:

**Kevin W. Mills, President
2620 Azalea Avenue
Miramar FL 33025**

**Kevin W. Mills, Vice President
2620 Azalea Avenue
Miramar FL 33025**

**Kevin W. Mills, Secretary
2620 Azalea Avenue
Miramar FL 33025**

**Kevin W. Mills, Treasurer
2620 Azalea Avenue
Miramar FL 33025**

11/14/96 14:53

NO.153 005

FROM : JBA ACCOUNTING INC

PHONE NO. : 305 25168202

Nov. 14 1996 01:21PM P5

H96000016115

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the individuals who are the original subscribers for the shares of common stock of the corporation are as follows:

**Kevin W. Mills
2620 Azalea Avenue
Miramar FL 33025**

11/14/96 14:53

NO.153 006

FROM : JBA ACCOUNTING INC

PHONE NO. : 385 25168202

Nov. 14 1996 01:22PM P6

H96000016115

We the undersigned, being the original subscribers to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file this article and certify that the facts stated herein are true, and have hereunto set our hand and seal this November 14, 1996.


Kevin W. Mills

11/14/96

14:53

NO.153 087

FROM : JBA ACCOUNTING INC

PHONE NO. : 385 25168202


Nov. 14 1996 01:22PM P7

H96000016115

**STATE OF FLORIDA
COUNTY OF DADE**

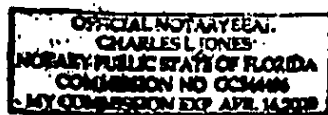
BE IT REMEMBERED that on this November 14, 1996, personally came before me a notary public of the State of Florida, the parties to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said certificate to be the acts and deeds of the signers, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.



**NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE**

My Commission expires: April 22, 1996



11/14/96 14:53

NO.153 008

FROM : JBA ACCOUNTING INC

PHONE NO. : 305 25168202

Nov. 14 1996 01:23PM PB

H96000016115

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVICED.**

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

That CPR-US, INC., desiring to organize under the laws of the of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade and State of Florida, has named Charles L. Jones, Accountant 9900 SW 168th Street, Suite # 9, Miami FL 33157, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

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


Charles L. Jones, Accountant

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96 NOV 14 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA