

PG7000001161

December 24, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

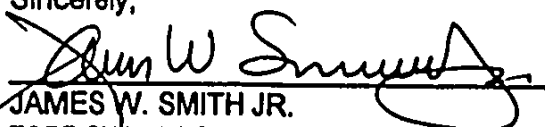
Re: CBP SERVICES CORP.

Ladies and Gentlemen:

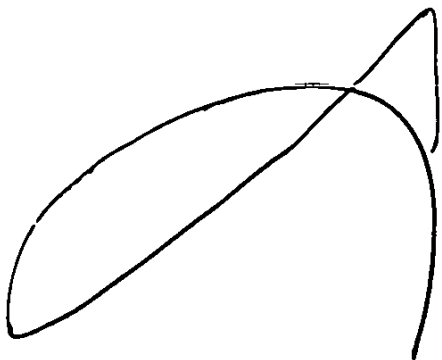
Please find enclosed for filing one original and one copy of the Articles of Incorporation of CBP SERVICES CORP. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



JAMES W. SMITH JR.
7855 SW 104 STREET, SUITE 200, MIAMI, FL
33156

 1/7/97

FILED
96 DEC 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CBP SERVICES CORP.

ARTICLE I

The name of the Corporation is CBP SERVICES CORP.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 7855 S.W. 104 STREET, SUITE 200, MIAMI, FL 33156.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

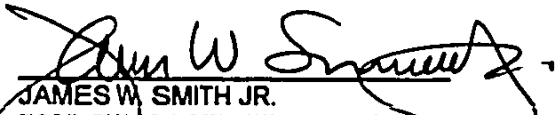
ARTICLE IV

The address of the initial registered office of the Corporation is 7855 S.W. 104 STREET, SUITE 200, MIAMI, Florida 33156, and the name of the Corporation's initial registered agent for service of process at such address is JAMES W. SMITH JR.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
JAMES W. SMITH JR., 7855 SW 104 STREET, SUITE 200, MIAMI, FL 33156.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of
DECEMBER, 1996.


JAMES W. SMITH JR.
7855 SW 104 STREET, SUITE 200, MIAMI, FL
33156

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

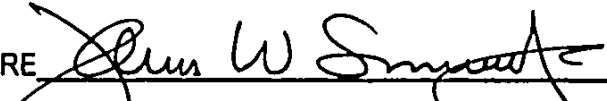
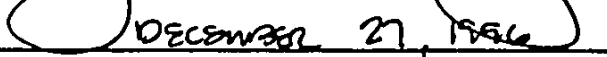
1. The name of the corporation is: CBP SERVICES CORP.
2. The name of the registered agent and office is:

JAMES W. SMITH JR.
7855 S.W. 104 STREET, SUITE 200, MIAMI, Florida 33156

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

FILED
96 DEC 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA