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ACCOUNT NO. : 072100000032

REFERENCE : 214171 4331939

AUTHORIZATION : Patricia Pizab

COST LIMIT : \$ 122.50

ORDER DATE : January 8, 1997

ORDER TIME : 9:12 AM

ORDER NO. : 214171-005

CUSTOMER NO: 4331939

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CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CP DISTRIBUTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SIGN OF CORPORATION

97 JAN -8 PM 2:51 7 JAN -8 AM 10:43

FILED RECEIVED

KR
1-8-97

**ARTICLES OF INCORPORATION
OF
CP DISTRIBUTORS INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CP DISTRIBUTORS INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 901, Miami, Florida 33133.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and

addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Barry S. Logan
2665 South Bayshore Drive, Suite 901
Miami, Florida 33133

Ronald P. Newman
2665 South Bayshore Drive, Suite 901
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name of the Incorporator is C. Deryl Couch and the address of the Incorporator is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of January, 1997.




C. Deryl Couch, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CP DISTRIBUTORS INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY,
Registered Agent

BY: 

Karen B. Rozar, as Agent for the
Registered Agent

Dated: January 8, 1997.