

P 97 00000 8117



4953 C ALDER DRIVE
WEST PALM BEACH, FL 33417
January 16, 1997

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***122.50 ***122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: CDM ENTERPRISES OF THE PALM BEACHES, INC.

Dear Sir or Madam:

Enclosed are two original Articles of Incorporation and Registered Agent forms for the above captioned corporation.

One original is to be filed in your office and one original is to be certified and returned to the undersigned at the above address. I have enclosed a self-addressed, stamped envelope for your convenience. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing, indexing Articles of Incorporation	\$ 35.00
Certified Copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ <u>35.00</u>
TOTAL;	\$122.50

FILED
97 JAN 21 PM 2:08
TALLAHASSEE, FLORIDA

Please telephone me (407) 965-8115 if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Very truly yours,

Leiann S. Davis

P. CHILDS JAN 29 1997

ARTICLES OF INCORPORATION

OF

CDM ENTERPRISES OF THE PALM BEACHES, INC.

ARTICLE I

NAME

The name of the corporation is:

CDM ENTERPRISES OF THE PALM BEACHES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4953 C Alder Drive, West Palm Beach, FL 33417, and the name of the initial registered agent of this corporation at the address is Cindy L. Bowling.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is: Cindy L. Bowling, 4953 C Alder Drive, West Palm Beach, FL 33417.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Cindy L. Bowling, 4953 C Alder Drive, West Palm Beach, FL 33417.

ARTICLE VIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The indemnification provided herein shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

BYLAWS

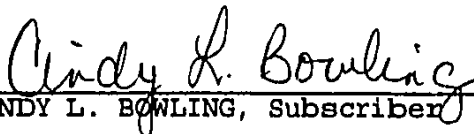
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be the date of incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 th day of January, 1997.


CINDY L. BOWLING, Subscriber

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97 JAN 21 PM 2:09
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

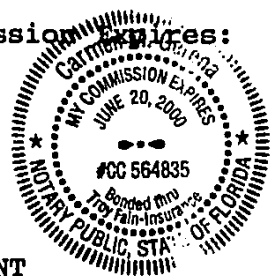
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Cindy L. Bowling, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of January, 1997.

Carmen A. Herena

Notary Public, State of Florida
at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Cindy L. Bowling

CINDY L. BOWLING