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**MELISSA A. VASQUEZ**  
Attorney at Law

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Admitted in Florida and Massachusetts

February 11, 1997

Bureau of Corporate Records  
Divisions of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

300002089043--7  
-02/17/97--01036--002  
\*\*\*\*122.50 \*\*\*\*122.50

Attention: Corporation Division

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of CPH Enterprises, Inc., together with a check in the amount of \$122.50, said check allocated as follows:

\$ 35.00 filing fee  
\$ 52.50 certified copy  
\$ 35.00 registered agent fee

Please certify and return the Articles of Incorporation which we have prepared on corporate (reinforced) paper.

Thank you for your cooperation in this matter.

Sincerely,

*Melissa A. Vasquez*

Melissa A. Vasquez

Enclosures

FEB 20

1, BSB

FILED  
7 FEB 17 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLES OF INCORPORATION  
OF  
CPH ENTERPRISES, INC.**

**97 FEB 17 AM 8:15**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned subscribers to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be CPH ENTERPRISES, INC.. The principal place of business of this corporation shall be, 2285 River Reach Drive, Naples, Florida 34102.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage 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.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a \$1.00 par value per share.

**ARTICLE IV - ADDRESS**

The name and address of the initial registered agent are:

Charles P. Hautot  
2285 River Reach Drive  
Naples, Florida 34104

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - DIRECTORS**

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial director of the Corporation is as follows:

Charles ~~A.~~ Hautot  
2285 River Reach Drive  
Naples, Florida 34104

## ARTICLE VII GENERAL PROVISIONS

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its board of directors.

(c) A director of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

(d) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

## ARTICLE VIII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Charles P. Hautot  
2285 River Reach Drive  
Naples, Florida 34104

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand  
and

seal the 11<sup>th</sup> day of February, 1997.

Charles P. Hautot  
Charles P. Hautot

### ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent of CPH Enterprises, Inc., to accept service of process for said corporation, at 2285 River Reach Drive, Naples, Florida 34104, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

CHARLES P. HAUTOT  
Registered Agent

BY: Charles P. Hautot  
CHARLES P. HAUTOT

FILED  
97 FEB 17 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA