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GORMAN AND SCHERER, P.A.  
ATTORNEYS AT LAW

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DAVID L. GORMAN

KENNETH J. SCHERER

March 6, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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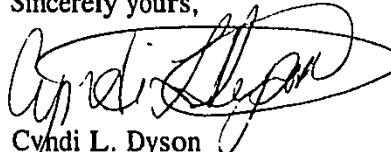
Re: CSG Enterprises, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the articles of incorporation for CSG Enterprises, Inc. Please file stamp the additional copy and return it to me, on behalf of the corporation, in the envelope enclosed herewith for your convenience. I have also enclosed this firm's check in the amount of \$70.00 for filing fees of the articles of incorporation.

If you have any questions regarding the foregoing, please give me a call.

Sincerely yours,



Cyndi L. Dyson  
Secretary for David L. Gorman, Esq.

/cd  
Enclosure

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ARTICLES OF INCORPORATION

OF

CSG ENTERPRISES, INC.

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

1. The name of this corporation shall be:

**CSG Enterprises, Inc.**

2. The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

3. The corporation shall be authorized to issue 100 shares of a single class of voting common stock which shall have a par value of \$1.00.

4. The shareholders of the corporation shall be entitled to full preemptive rights.

5. The name and address of the initial registered agent and registered office are as follows:

David L. Gorman, Esq.  
Gorman and Scherer, P.A.  
Highway One, Suite 303  
North Palm Beach, FL 33408

The acceptance of designation of the initial registered agent is appended hereto.

6. The name and address of the incorporator of this corporation is as follows:

Charles M. Russow  
6106 Sherwood Glenway, Apt. 5  
West Palm Beach, FL 33415

Said incorporator is over the age of eighteen (18) years; is *sui juris*; and a citizen of the United States.

7. Three (3) directors shall constitute the initial Board of Directors of the corporation, but the By-Laws may provide for such increase or decrease in number thereof as authorized by law.

8. The original principal office of the corporation shall be at the address set forth below, but the Board of Directors may from time to time in their discretion change the location of the principal office as they deem appropriate.

3095 South Military Trail  
West Palm Beach, FL 33416

9. The names and addresses of the members of the first Board of Directors are:

Charles M. Russow  
6106 Sherwood Glenway, Apt. 5  
West Palm Beach, FL 33415

Garry T. Bernardo  
4311 Okeechobee Blvd., Lot 89  
West Palm Beach, FL 33409-3120

Harry E. Hipsley, Jr.  
330 S.E. 2<sup>nd</sup> Street  
Apt. 503G  
Hallendale, FL 33009

10. Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

A. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number shares to be sold or transferred, and his intention to so sell or transfer such shares within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the

notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such share as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

C. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase each proportion of those shares which remain thus undisposed of as the total number of shares which he holds bears

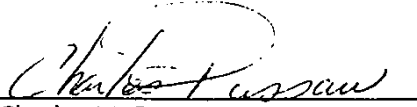
to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in this notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

11. The shareholders of the corporation shall have full preemptive rights.

12. Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, this 5<sup>th</sup> March day of ~~February~~, 1997.

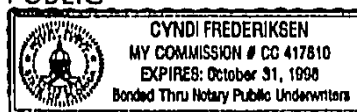
  
Charles M. Russow  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> March day of ~~February~~, 1997, by Charles M. Russow who is personally known to me and who did take an oath and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes set forth therein.

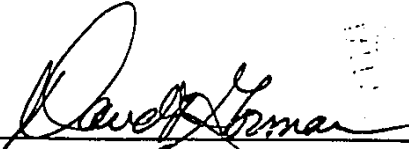
IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 5<sup>th</sup> March day of ~~February~~, 1997.

  
NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT

I agree, as Registered Agent for <sup>CSG Enterprises, Inc.</sup> ~~CSG Enterprises, Inc.~~, to accept service of process; to keep office open during prescribed hours; and to post my name in some conspicuous place in the office as required by law.

  
David L. Gorman


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FILED

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> March day of February, 1997, by David L. Gorman who is personally known to me and who did take an oath and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 5<sup>th</sup> March day of February, 1997.

  
NOTARY PUBLIC

