

P97000032487



ACCOUNT NO. : 072100000032

REFERENCE : 325833 4303929

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : April 10, 1997

ORDER TIME : 9:0 AM

ORDER NO. : 325833-005

500002138849--2

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CHS DOMESTIC FOREIGN  
SUBSIDIARY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

97 APR 10 2 10 PM  
FBI FRO

RECEIVED  
97 APR 10 AM 10:02  
FBI FRO

APR 10 1997

ARTICLES OF INCORPORATION  
OF  
CHS DOMESTIC FOREIGN SUBSIDIARY COMPANY

FILED  
97 APR 10 AM 10:48  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CHS DOMESTIC FOREIGN SUBSIDIARY COMPANY (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2153 N.W. 86 Avenue, Miami, Florida 33122.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

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 the persons entitled to vote 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 six (6), 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:

Claudio Osorio  
2153 N.W. 86 Avenue  
Miami, Florida 33122

Alvin Perlman  
2153 N.W. 86 Avenue  
Miami, Florida 33122

Antonio Boccalandro  
2153 N.W. 86 Avenue  
Miami, Florida 33122

Zbynek Krause  
2153 N.W. 86 Avenue  
Miami, Florida 33122

Otto Gerlach  
2153 N.W. 86 Avenue  
Miami, Florida 33122

Donald D. Winstead  
2153 N.W. 86 Avenue  
Miami, Florida 33122

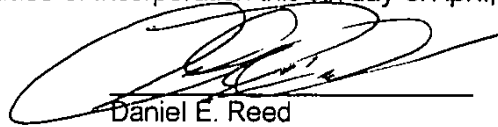
#### **ARTICLE VII**

The name of the Incorporator is Daniel E. Reed and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

#### **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 9th day of April, 1997.

  
Daniel E. Reed  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of CHS DOMESTIC FOREIGN SUBSIDIARY COMPANY accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



By: Karen Rozar, As Agent

Dated: April 10, 1997

FILED  
97 APR 10 11:10:48  
STATE OF FLORIDA  
TALLAHASSEE