4:23/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUES LUIS

FAX #: (305)672-9110

PHONE: (305)672-0686

NAME: C-N-L, INC.

AUDIT NUMBER...... H97000006609

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 4

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ARTICLES OF INCORPORATION

4-23-97

Article I. Name

The name of this Florida corporation is: C-n-L, Inc.

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Article II. Address

The mailing address of the Corporation is: C-n-L, Inc. 6900 Southpoint Drive North Suite 500 Jacksonville FL 32216

Article III. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Almer W. Beale II
6900 Southpoint Drive North
Suite 500
Jacksonville FL 32216

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Registered Agents, Ltd. 1220 North Market Street, Suite 606 Wilmington, DE 19801 302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Almer W. Beale II

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 401 Ocean Drive #312 (Door Code 125) Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 23, 1997

The authorized representative of the incorporator executed these Articles of Incorporation on April 23, 1997

Corporate Creations Infernational Inc.

Luis A. Uriarte Vice President

Registered Agents, Ltd. 1220 North Market Street, Suite 608 Wilmington, DE 19801 302-421-5752

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION: C-n-L, Inc.

REGISTERED AGENT/OFFICE:
Almer W. Beale II
6900 Southpoint Drive North
Suite 500
Jacksonville FL 32216

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Almer W. Beale II

Date: April 23, 1997

Registered Agents, Ltd. 1220 North Market Street, Suite 606 Wilmington, DE 19801 302-421-5752

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FILE OF SECRETARY OF STATE