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Nancy A. Rossman, Attorney At Law

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Orlando, Florida 32819
(407) 354-0055 • FAX (407) 354-0056

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 PH 4: 19

VIA AIRBORNE EXPRESS

ROSS829 328192081 1497 26 05/01/97
NOTIFY SENDER OF NEW ADDRESS
NANCY A ROSSMAN
6355 METROWEST BLVD STE 330
ORLANDO FL 32835-6206

April 23, 1997

|||||

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

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-04/24/97--01062--008
****122.50 ****122.50

Re: C.P.H., Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced corporation. Please file the Articles with the Florida Secretary of State and return the certified copy of said Articles to the undersigned in the envelope provided for your convenience. Also enclosed is our check in the amount of \$122.50 to cover the costs of filing as follows:

\$35.00	Articles of Incorporation Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy of Articles of Incorporation

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Nancy A. Rossman
Nancy A. Rossman

Enclosures

789,502,671
W97-9649

D. BROWN MAY - 6 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1997

NANCY A. ROSSMAN, ESQ.
7829 GREENBRIAR PARKWAY
ORLANDO, FL 32819

SUBJECT: C.P.H., INC.
Ref. Number: W97000009649

We have received your document for C.P.H., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 497A00021515

**ARTICLES OF INCORPORATION
OF
C.P.A., INC.**

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DIVISION OF CORPORATIONS
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The undersigned, acting as sole incorporator, desiring to form a Corporation, for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the Corporation (the "Corporation") shall be C.P.A., INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

(1) The general purposes for which the Corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, ware, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the Corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance, association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of share of capital stock that the Corporation is authorized to issue and have outstanding is ONE HUNDRED THOUSAND (100,000) shares, which shall be designated as Common Shares with a par value of (\$.01) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE OF
BUSINESS AND REGISTERED AGENT**

The initial street address of the registered office of the Corporation in the State of Florida and the principal place of business for the Corporation is 6355 MetroWest Blvd., Suite 330, Orlando, Florida 32835. The name of the initial registered agent of the Corporation at such address is Nancy A. Rossman.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be four (4)

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

Name	Address
Nancy A. Rossman	6355 MetroWest Blvd., Suite 330, Orlando, Fl 32835
Norman A. Rossman	6355 MetroWest Blvd., Suite 330, Orlando, Fl 32835
Ruth J. Rossman	6355 MetroWest Blvd., Suite 330, Orlando, Fl 32835

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Nancy A. Rossman	6355 MetroWest Blvd., Suite 330, Orlando, Fl 32835

ARTICLE VIII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreased the number of directors of the Corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

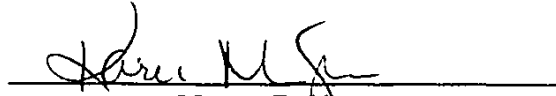
The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 21st day of April 1997.

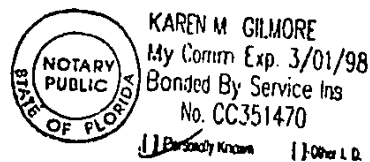

Nancy A. Rossman

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 21st day of April, 1997, by Nancy A. Rossman. She is personally known to me and did take an oath.


Notary Public


Notary Seal



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DIVISION OF CORPORATIONS
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ACCEPTANCE BY REGISTERED AGENT

The undersigned, Nancy A. Rossman, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligation imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.



Nancy A. Rossman