

P97000044559

May 15, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: CSH GROUP II, Inc.

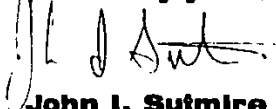
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with Check No. 1111 in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Also enclosed is Pre-Paid Overnight Return Mail.

Sincerely yours,



John I. Sutmlre
Incorporator
CSH GROUP II, Inc.

800002181968--7
-05/16/97--01122--005
****122.50 ****122.50

MAILING ADDRESS OF CORPORATION

1365 Bennett Drive - Suite 109
Longwood, FL 32750

Phone: (407) 339-2220

cf 5/20/97

ARTICLES OF INCORPORATION

of

CSH GROUP II, INC

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CSH GROUP II, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
1365 Bennett Drive - Suite 109		
CITY	Longwood	FLORIDA
		ZIP 32750

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	John I. Sutmire		
ADDRESS	1365 Bennett Drive - Suite 109		
CITY	Longwood	FLORIDA	ZIP 32750

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	John I. Sutmire		
ADDRESS	1320 Noble Street		
CITY	Longwood	STATE	FL ZIP 32750
NAME	George McCrady		
ADDRESS	103 Hamlin T Lane		
CITY	Altamonte Springs	STATE	FL ZIP 32714
NAME	Nicholas R. Mabry		
ADDRESS	375 Brassie Drive		
CITY	Longwood,	STATE	FL ZIP 32750

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	John I. Sutmire		
ADDRESS	1320 Noble Drive		
CITY	Longwood	STATE	FL ZIP 32750
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 15th day of May, 19 .

John I. Sutmire (Signature)

(Signature)

(Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 15 1997

CSH GROUP II, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1365 Bennett Drive - Suite 109
Longwood, FL 32750

has named John I. Sutmire

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John I. Sutmire
(Signature)

May 15, 1997
(Date)