

PA 7000048016

JOHN C GHIBAUDY
2031 W OAKLAND PARK BLVD
FT LAUDERDALE, FL 33311

FILED

97 MAY 29 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/21/97

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

900002194349--4
-05/29/97--01034--010
*****70.00 *****70.00

DEAR SIRs:

SEVENTY DOLLARS
ENCLOSED, PLEASE FIND ~~ONE HUNDRED TWENTY TWO AND FIFTY CENTS~~
(~~122.50~~) TO COVER COSTS AND HANDLING OF INCORPORATION OF:
(70.00)

C & G ASSOCIATES INC. OF BROWARD

THANK YOU,

JOHN C GHIBAUDY

OK 5/30/97

ARTICLES OF INCORPORATION

OF

C & G ASSOCIATES INC. OF BROWARD

FILED

97 MAY 29 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

C & G ASSOCIATES INC. OF BROWARD

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**2031 W OAKLAND PARK BLVD
FT LAUDERDALE, FL 33311
(407) 426-8705**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

NAME	OFFICE	ADDRESS
JOHN C GHIBAUDY	President	2031 W OAKLAND PARK BLVD FT LAUDERDALE, FL 33311

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	SHARES
JOHN C GHIBAUDY	2031 W OAKLAND PARK BLVD FT LAUDERDALE, FL 33311	1000

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**JOHN C GHIBAUDY
2031 W OAKLAND PARK BLVD
FT LAUDERDALE, FL 33311**

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA THIS 23RD DAY OF
MAY 1997.

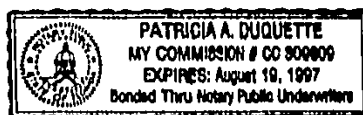
John C. Ghibaudy
JOHN C GHIBAUDY

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
JOHN C GHIBAUDY
KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE
ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL, IN THE STATE AND COUNTY AFORESAID THIS 23RD
DAY OF MAY 1997.

Patricia A. Duquette
NOTARY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

FILED

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

C & G ASSOCIATES INC. OF BROWARD

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

MAY 29 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2031 W OAKLAND PARK BLVD
FT LAUDERDALE, FL 33311

IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED:

JOHN C GHIBAUDY

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

John C. Ghibaudy

REGISTERED AGENT
JOHN C GHIBAUDY

Patricia A. Duquette

NOTARY

