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June 16, 1997

FEDERAL EXPRESS

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

ATTN: DORIS BROWN

RE: NEW CORPORATION
CIBC, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUN 17 PM 1:21

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Dear Ms. Brown:

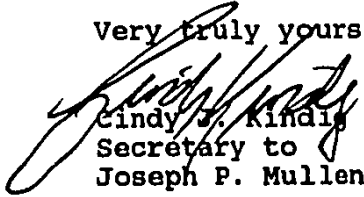
I have addressed this request to you as you are always so helpful and kind. Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for CIBC, INC. with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, self-addressed pre-paid Federal Express envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your help and prompt attention to this matter, I remain,

Very truly yours,


Cindy J. Kindig
Secretary to
Joseph P. Mullen

/cjk
Enc.
corp/accntg.

D. BROWN JUN 17 1997

ARTICLES OF INCORPORATION
OF
CIBC, INC.

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ARTICLE I - NAME

The name of this corporation is CIBC, INC., with its principal office and address being located at 2929 E. Commercial Boulevard, Suite PH-C, Ft. Lauderdale, FL 33308.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Joseph P. Mullen, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director. The number of Directors may be either increased and, thereafter, be further

increased or decreased from time to time in accordance with the By-laws of the Corporation although there shall never be less than one (1) required Director. The name(s) and address(es) of the initial Director(s) are as follows: Joseph P. Mullen, 2929 E. Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Joseph P. Mullen, Esquire, 2929 East Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 16, 1997.



JOSEPH P. MULLEN
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this ____ day of June, 1997, by JOSEPH P. MULLEN, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Notary Public
Print Name: _____

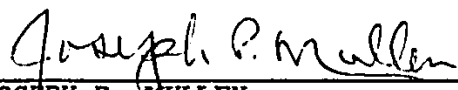
My Commission Expires:

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1993), the following is submitted:

That, CIBC, INC., desiring to organize or qualify under the laws of the State of Florida, has named Joseph P. Mullen, its agent to accept service of process within the State of Florida.

Dated: June 16, 1997.



JOSEPH P. MULLEN
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: June 16, 1997.

Joseph P. Mullen
JOSEPH P. MULLEN
Registered Agent