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NAME: CG MANAGEMENT, INC.

AUDIT NUMBER.....H97000009982

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

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June 18, 1997

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ARTICLES OF INCORPORATION
OF
CONTINENTAL GROUP MANAGEMENT, INC.

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is "Continental Group Management, Inc." (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 12079 S.W. 131 Avenue, Miami, Florida 33186.
- THIRD: The Corporation is authorized to issue one thousand (1,000) shares of common stock, par value \$.001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: First Union Financial Center, 33rd Floor, 200 South Biscayne Boulevard, Miami, Florida 33131-2385, and the registered agent at that address is Claudia Haines, Esq.
- FIFTH: The number of directors constituting the Board of Directors shall be six (6), and the directors shall be elected in accordance with the provisions of that certain shareholders' agreement by among the Corporation's shareholders dated June 19, 1997.
- SIXTH: The name and address of the incorporator of the Corporation is:
- M. St. John Daugherty, Esq.
Stroock & Stroock & Lavan LLP
First Union Financial Center, 33rd Floor
200 South Biscayne Boulevard
Miami, Florida 33131-2385
- SEVENTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of June, 1997.


M. St. John Daugherty, Esq.
Incorporator

PREPARED BY:
M. St. John Daugherty, Esq.
Fla. Bar No. 937274
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Continental Group Management, Inc., and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Claudia Haines, Esq.

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