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June 25, 1997

FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
403 E. Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
97 JUN 26 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: CBS Holdings, Inc.

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-06/26/97--01057--016  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

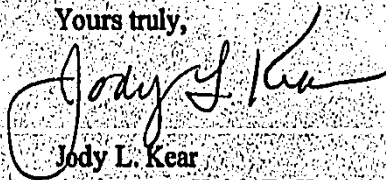
Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express airbill and envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Jody L. Kear  
Assistant to Keith D. Kern

:jlk

Enclosures

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QN 6-27-97

**ARTICLES OF INCORPORATION  
OF  
CBS HOLDINGS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is CBS Holdings, Inc.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office of this corporation is 2788 Hamptons Circle W., Delray Beach, Florida 33445.

The mailing address of this corporation is 2788 Hamptons Circle W., Delray Beach, Florida 33445.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is Seven Thousand Five Hundred (7,500), which shares shall be common stock having a one dollar (\$1.00) par value.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 50 S.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Larry Schone, Esq.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this corporation is:

Brian A. Mulvehill, 2788 Hamptons Circle W., Delray Beach, Florida 33445

**ARTICLE VI - PURPOSE**

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(a) To acquire, by purchase or otherwise, own and possess lands and premises, with buildings and improvements thereon, to improve, develop, and operate such real property; to make restrictive declarations and certifications singly, jointly with other owners, otherwise relative thereto

and to make restrictive covenants and agreements with owners and mortgagees of other land; to build, erect, and construct buildings, thereon; to mortgage such real property, and borrow money thereon by mortgage, deed in trust, or otherwise; to sell or otherwise dispose of the real estate in whole, or in part for cash or by taking purchase money bonds, mortgages, or deeds of trust in payment therefor or for valuable consideration of any character; to take and acquire, and hold, or sell and dispose of bonds, mortgages, and deeds of trust, or assignments thereof; to buy, sell, and deal in bonds and loans secured by mortgage or other liens or obligations affecting said real property; and generally to deal with and act in relation to the real estate and any and every part thereof in any and every way, and to the fullest extent, that a corporation organized under the laws of the State of Florida is lawfully empowered to do, it being intended to acquire the widest powers that may lawfully be conferred upon a corporation.

(b) All forms of business, relating to the operation of the franchise including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction of buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

(c) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.

(d) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot

contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(e) To buy, sell, trade or deal in any kind of goods, wares and merchandise associated with the operation of the franchise.

(f) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(g) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(h) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the directors present at the meeting of the Board of Directors or of the Committee authorizing or confirming said contract or transaction.

(i) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(j) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article VI of these Articles of Incorporation shall, except as otherwise expressly

provided, in no ways be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian A. Mulvehill	2788 Hamptons Circle W., Delray Beach, FL 33445
Shawn P. Driscoll	421 N.E. 25th Terrace, Boca Raton, FL 33431
Brian M. Poehls	421 N.E. 25th Terrace, Boca Raton, FL 33431

#### **ARTICLE VIII- INITIAL OFFICERS**

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Brian A. Mulvehill	President
Shawn P. Driscoll, Brian M. Poehls, Susan M. Poehls	Vice President
Cynthia A. Driscoll	Secretary
Christine Mulvehill	Treasurer

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

#### **ARTICLE X - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE XI- INDEMNIFICATION**

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII - AMENDMENT**

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

#### **ARTICLE XIII - RESTRICTIONS ON SALE OR TRANSFER OF STOCK**

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

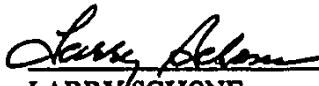
#### **ARTICLE XIV - INFORMAL ACTION**

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of June, 1997.

  
BRIAN A. MULVEHILL

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 25<sup>th</sup> day of June, 1997.

  
LARRY SCHONE  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA