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ACCOUNT NO. : 072100000032

REFERENCE 505808 555011

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: August 22, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 505808-005

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CUSTOMER NO:

4355011

CUSTOMER: Brent G. Wolmer, Esq

LEWIS VEGOSEN ROSENBACH &

SILBER, P.A. P. O. Box 4388

West Palm Beach, FL 33402-4388

DOMESTIC FILING

NAME:

CDM HOLDINGS, INC.



EFFECTIVE DATE:

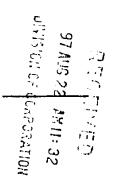
_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:



AUG 2 2 1997 SN



ARTICLES OF INCORPORATION OF CDM HOLDINGS, INC.



ARTICLE I - NAME

The name of this corporation is CDM Holdings, Inc.

ARTICLE II - PRINCIPAL ADDRESS

c/o Brent G. Wolmer, Esquire
500 South Australian Avenue, 10th Floor
West Palm Beach, Florida, 33401

and the mailing address of the corporation shall be the same.

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business and activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Brent G. Wolmer, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida, 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. This Corporation shall have two Directors initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Brent G. Wolmer 500 South Australian Avenue - 10th Floor West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

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

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of August, 1997.

Brent G. Wolmer, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, BRENT G. WOLMER, personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 21^{5f} day of August, 1997.

Deverty A. Calderon

Notary Public

Commission No. CC414214

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 SECTIONS 48.091 AND 607.0501 OF THE FLORIDA STATUTES, CDM HOLDINGS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED BRENT G. WOLMER LOCATED AT 500 SOUTH AUSTRALIAN AVENUE, 10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: BRENT G. WOLMER, Incorporator

DATED: AUGUST 2, 1997

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AND AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Brent G. WOLMER, Registered Agent

DATED: AUGUST 2 , 1997

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