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ACCOUNT NO. : 072100000032

REFERENCE : 519450 4393049

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : September 5, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 519450-005

100002285671--9

CUSTOMER NO: 4393049

CUSTOMER: Noah Klarish, Esq.
NOAH KLARISH & ASSOCIATES, PC

32nd Floor
230 Park Avenue
New York, NY 10169

DOMESTIC FILING

NAME: CGS MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
97 SEP - 5 11:32
TALLAHASSEE, FLORIDA

97 SEP - 5 11:37
DIVISION OF CORPORATIONS

SN SEP - 5 1997

ARTICLES OF INCORPORATION
OF
CGS MANAGEMENT, INC.

FILED
97SEP-5 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is CGS Management, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 433 Plaza Real, Suite 365, Boca Raton, Florida 33432, Attn.: Mr. Ivan Rom.

The mailing address, wherever located, of the corporation is 433 Plaza Real, Suite 365, Boca Raton, Florida 33432, Attn.: Mr. Ivan Rom.

THIRD: The number of shares that the corporation is authorized to issue is Two Hundred (200), all of which are without par value and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Noah Klarish

ADDRESS

Noah Klarish & Associates, P.C.
230 Park Avenue, 32nd Floor
New York, New York 10169

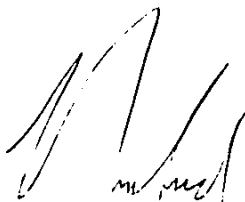
SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any right or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of share of any class of the corporation or for the purchase of any shares, bonds, securities, or obligation of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized shall be to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

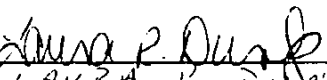
Signed on September 4, 1997



Noah Klarish, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
LAURA R. DOW LAP

Date: September 4, 1997

FILED
97 SEP -5 11:11:33
TALLAHASSEE, FLORIDA