

P9700008300

LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

RECEIVED
9/18/97

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL **
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK ***
BRENT G. WOLMER

September 22, 1997

MAILING ADDRESS:

P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

600002301936-- 1
-09/24/97--01046--002
****122.50 ****122.50

RE: GMI Development, Inc.

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check number 014735 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Sharon

GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

Respectfully yours,

Sharon L. Wood

Sharon L. Wood, secretary to
Kenneth A. Treadwell

FILED
97 SEP 24 AHID: 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

cc: Pete and Karen Marasco

TM-9/25/97

ARTICLES OF INCORPORATION
OF
CMI Development, Inc.

EFFECTIVE DATE
9/19/97

ARTICLE I - NAME

The name of this corporation is CMI Development, Inc.

ARTICLE II - PRINCIPAL ADDRESS

700 Eastwind Drive
North Palm Beach, Florida 33408

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 24 AM 10:41

FILED

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.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 700 Eastwind Drive, North Palm Beach, Florida 33408, and the name and address of the initial registered agent is Peter J. Marasco, 700 Eastwind Drive, North Palm Beach, Florida 33408.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) 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. The names and addresses of the initial Directors of the Corporation are:

Peter Marasco
700 Eastwind Drive
North Palm Beach, Florida 33408

Karen Marasco
700 Eastwind Drive
North Palm Beach, Florida 33408

Richard A. Delaura
3444 Orinda Circle
Cameron Park, California 95682

ARTICLE VIII - INCORPORATOR

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

Peter Marasco
700 Eastwind Drive
North Palm Beach, Florida 33408

ARTICLE IX - BYLAWS

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

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

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 - AFFILIATED TRANSACTIONS

This Corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

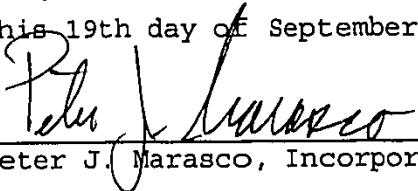
ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This Corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

ARTICLE XIV - SERVICE OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

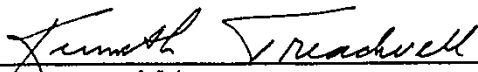
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of September, 1997.


Peter J. Marasco, Incorporator

STATE OF FLORIDA)
) SS.:
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, PETER J. MARASCO, known to me and who produced a Florida driver's license as identification, 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 19th day of September, 1997.



Notary Public

My commission expires:



KENNETH A. TREADWELL
COMMISSION # CC 311947
EXPIRES SEP 25, 1997
Atlantic Bonding Co., Inc.
800-732-2245

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, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

Inc.
FIRST -- THAT CMI Development, / DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF NORTH PALM BEACH, STATE OF FLORIDA, HAS
NAMED PETER J. MARASCO LOCATED AT 700 EASTWIND DRIVE, CITY OF
NORTH PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: Peter J. Marasco

Peter J. Marasco, Incorporator

DATED: September 19, 1997

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 ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE: Peter J. Marasco

Peter J. Marasco
Registered Agent

DATED: September 19, 1997

5198.1\corp\services\articles.inc

FILED
97 SEP 24 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA