

p970000 84897



ACCOUNT NO. : 072100000032

REFERENCE : 549841 9140A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 1, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 549841-005

CUSTOMER NO: 9140A

CUSTOMER: Ms. Rose Shapiro
MOORE & MENKHAUS

000002308846--5
-10/01/97--01070--016
****122.50 ****122.50

Suite 210a
4800 N. Federal Highway
Boca Raton, FL 33431

DOMESTIC FILING

NAME: CRZ, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT - 1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT - 1 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT - 1 1997

ARTICLES OF INCORPORATION

OF

CRZ, INC.

FILED

97 OCT -1 PM 2:03

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 shall be:

CRZ, INC.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 401 NE 2nd Street, Delray Beach, Florida, 33483. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Raymond Cralle. The street address of the initial registered agent of this corporation is 401 NE 2nd Street, Delray Beach, Florida 33483.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).


ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is Raymond Cralle, 401 NE 2nd Street, Delray Beach, Florida, 33483.

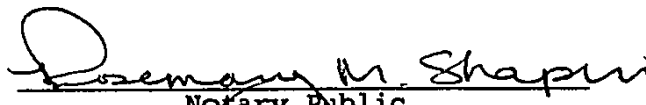
The undersigned has executed these Articles of Incorporation this 25th day of September, 1997.


Raymond Cralle, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

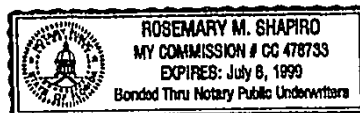
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Raymond Cralle, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 25th day of September, 1997.



Notary Public
State of Florida at Large

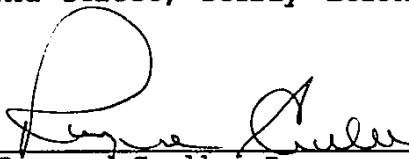
My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CRZ, INC.
2. The name and address of the registered agent and office is:
Raymond Cralle, 401 NE 2nd Street, Delray Beach, Florida,
33483.

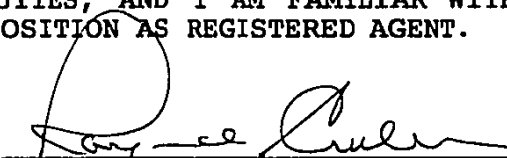

Raymond Cralle, Incorporator

FILED
OCT - 1 PM 2:04
TALLAHASSEE, FLORIDA

Dated: September 25, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

Dated: September 25, 1997.


Raymond Cralle
Registered Agent