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ACCOUNT NO. : 072100000032

REFERENCE : 583604 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 30, 1997

ORDER TIME : 12:16 PM

ORDER NO. : 583604-005

CUSTOMER NO: 4342718

CUSTOMER: David S. Felman, Esq
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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DOMESTIC FILING

NAME: CE ACQUISITION CORP.

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: Andrew Cumper

EXAMINER'S INITIALS: _____

RECEIVED
XX
37 OCT 30 PM 11 08
DIVISION OF CORPORATION

FILED
97 OCT 30 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT 30 1997

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ARTICLES OF INCORPORATION

OF

CE ACQUISITION CORP.

The undersigned, acting as the incorporator of CE Acquisition Corp. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: CE ACQUISITION CORP.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 1615 - 118th Avenue North, St. Petersburg, Florida 33716.

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000,000 shares of common stock, having a par value of \$0.01 per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1615 - 118th Avenue North, St. Petersburg, Florida 33716, and the name of the corporation's initial registered agent at that address is David C. Reilly.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator are:

David S. Felman
Glenn Rasmussen & Fogarty, P.A.
100 South Ashley Drive, Suite 1300
Tampa, FL 33602.

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TALLAHASSEE, FLORIDA

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: October 27, 1997.



David S. Felman, Incorporator

1962-001^B Articles of Incorporation
10/27/97 9:40 AM

CE ACQUISITION CORP.

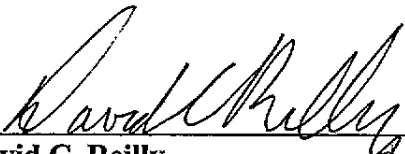
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CE Acquisition Corp., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 1615 - 118th Avenue North, St. Petersburg, Florida 33716, has named David C. Reilly as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for CE Acquisition Corp., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: October 27, 1997.



David C. Reilly

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TALLAHASSEE, FLORIDA