

P970000 94352

LAW OFFICES OF
POSESS & WALSER, P.A.

7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433
(561) 750-1040
Telecopier: (561) 750-0708

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M.-TAXATION
PETER HOWLEY, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
GISELE E. ASMAR
BRENDA A. COX

October 29, 1997 300002336233--5

-11/03/97--01090--001
****122.50 ****122.50

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Re: COST REDUCTION SOLUTIONS, INC.

Dear Sir:

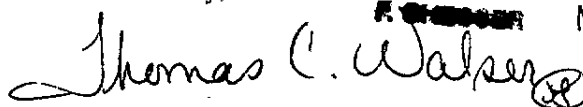
Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
Total	<u>\$122.50</u>

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,



Thomas C. Walser

TCW:jl

cc: Thomas M. Lawlor
(corpcor\3095ss.ltr)

NOV 4 1997

FILED
97 NOV -3 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

COST REDUCTION SOLUTIONS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **COST REDUCTION SOLUTIONS, INC..**
The principal office and mailing address is 1201 SW 19th Avenue, Boca Raton, FL 33486.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at \$1.00 par value.

FILED
97 NOV -3 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 1201 SW 19th Avenue, Boca Raton, FL 33486, and the name of its initial registered agent at such address is Thomas M. Lawlor.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is:

NAME

Thomas M. Lawlor

ADDRESS(ES)

1201 SW 19th Avenue
Boca Raton, FL 33486

ARTICLE IX

The name and address of each incorporator is:

NAME(S)

Thomas M. Lawlor

ADDRESS(ES)

1201 SW 19th Avenue
Boca Raton, FL 33486

DATED this 28th day of October, 1997.

Thomas M. Lawlor

Thomas M. Lawlor, Incorporator

STATE OF FLORIDA)

)ss:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 28th day of October, 1997, by Thomas M. Lawlor who is personally known to me, ~~or who has~~ produced a _____ as identification.

My Commission Expires: Sept. 13, 1999

Susan E. Harris

Notary Public




SUSAN E. HARRIS
COMMISSION # CC 488058
EXPIRES SEP 13, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

SUSAN E. HARRIS

CONSENT OF REGISTERED AGENT

I, Thomas M. Lawlor, having been designated to act as Registered Agent, hereby agrees to act in this capacity.



Thomas M. Lawlor,
Registered Agent

FILED
97 NOV -3 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA