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ALFONSO & O'HALL, P.A.
ATTORNEYS & COUNSELORS AT LAW

P.O. Box 173023
TAMPA, FLORIDA 33672

TELEPHONE (813) 258-5400
FACSIMILE (813) 259-1300

VIA OVERNIGHT DELIVERY

October 31, 1997

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

RE: CPR HOLDING, INCORPORATED

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with my firms' check in the amount of \$122.50 to cover the expense of filing the enclosed Articles. Please return a certified copy of the Charter along with a copy of the Articles as soon as possible.

I have also enclosed a Federal Express (*bill to recipient*) label and envelope. I respectfully request that you enclose the certified copy of the articles in the Federal Express envelope so that the document will be received by my firm as soon as possible.

Thank you in advance for your kind attention to this matter. I remain

Very truly yours,

ALFONSO & O'HALL, P.A.

Suzette M. Alfonso, Esquire

SMA/lp

Enclosures

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-11/03/97-01130-009

***122.50 ***122.50

Suzette M. Alfonso GAVE

AUTHORIZATION BY PHONE TO

CORRECT Article II

DATE

DOC. # AMI

P. Hall
NOV - 5 1997

ARTICLES OF INCORPORATION
OF
CPR HOLDING, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **CPR HOLDING, INCORPORATED**

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is amount 7,000 shares of common stock having a par value of (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The corporation, and the parties hereto, shall take whatever action shall be necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered agent is 300 S. Hyde Park Ave., #270 Tampa, FL 33606, and the name of the initial registered agent at such address is Suzette M. Alfonso, Esquire. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of three (3) Directors, whose names and post office addresses are as follows:

PERRY GALANOS
4629 Cloverlawn Drive
Tampa, FL 33624

CHARLES BULLARD
4295 Rocky Ridge Place
Sanford, FL 32773

RICHARD STILES
3422 Silver Stone Ct.
Plant City, FL 33567

who shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

Suzette M. Alfonso
Law Offices of ALFONSO & OHALL, P.A.
300 South Hyde Park Ave.
Suite 270
Tampa, FL 33606

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set her hand and seal this 31st day of October, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.



SUZETTE M. ALFONSO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

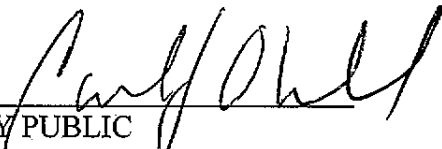
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I HEREBY CERTIFY that before me personally appeared Suzette M. Alfonso, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 31st day of October, 1997.




NOTARY PUBLIC
My Commission Expires:

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CPR HOLDING, INCORPORATED, desiring to organize under the laws of the State of Florida with its initial principal office located at 4629 Cloverlawn Drive, Tampa, Fl 33624, has named Suzette M. Alfonso, located at 300 S. Hyde Park Ave., Suite 270, Tampa, Florida 33606, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


SUZETTE M. ALFONSO