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October 1, 1997

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-10/06/97--01104--003
****122.50 ****122.50

Re: Incorporation of C.S.P., Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents C.S.P. Incorporation, pursuant to which I am herewith enclosing an original and copies of my client's Articles of Incorporation.

At this time I would appreciate your filing the enclosed Articles, and thereafter returning a certified copy of same to my office in the enclosed self addressed stamped envelope.

Additionally I am herewith enclosing my check in the sum of \$122.50 to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

Stephan
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 11/13/97
SOS. EX. 111

FILED
97 NOV 13 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-m 11/13/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1997

STEPHEN N. ROSENTHAL, ESQ.
12000 BISCAYNE BLVD.
SUITE 505
NORTH MIAMI, FL 33181

SUBJECT: C.S.P. INCORPORATED
Ref. Number: W97000022902

We have received your document for C.S.P. INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 497A00049160

ARTICLES OF INCORPORATION

OF

CAPITAL SERVICE PRODUCTS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED do hereby associate himself
for the purpose of forming a corporation under the laws of the State of Florida, and do
hereby certify as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be:

CAPITAL SERVICE PRODUCTS, INC.

ARTICLE 11 - PURPOSE

A. To carry on and engage in the business of selling, marketing, advertising, importing, exporting, and dealing in restaurant equipment, parts and supplies; together with marketing, selling, buying, importing, exporting and dealing in electronics, electronics supplies and components, alarm systems, health alert systems together with any and all acts necessary and/or related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE 111 - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner,

to wit:

(100) Shares of Common Stock, having
no par value

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

3685 West Citrus Trace
Davie, Florida 33328

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Alan Phillips

, and the Registered Office shall be located at:

3685 West Citrus Trace, Davie, Florida 33328

or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Alan Phillips	President	
	Vice President	
	Secretary	3685 West Citrus Trace
	Treasurer	Davie, Florida 33328

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of
one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial
Director or Board of Directors until the first annual meeting of the Corporation, or until
his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan Phillips	3685 West Citrus Trace Davie, Florida 33328

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these
Articles of Incorporation are as follows:

3685 West Citrus Trace
Davie, Florida 33328

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Alan Phillips	3685 West Citrus Trace Davie, Florida 33328	100	\$1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of

the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at Miami, Dade County, Florida, this / day of October, 1997

Alan Phelps (SEAL)

____ (SEAL)

____ (SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this / day of October

1997, by Alan Phillips, who is personally known to
me or has produced license as identification and who did (did not) take an oath;
by, who is personally known to me or who has
produced as identification and who did (did not) take
an oath; by, who is personally known to me or who
has produced as identification and who did (did not) take
an oath; by, who is personally known to me or who
has produced as identification and who did (did not) take
an oath.

Notary Public, State of Florida at Large

My Commission Expires:



STEPHEN N ROSENTHAL
My Commission CC332441
Expires Nov. 28, 1997
Bonded by HAI
800-422-1555

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
Capital Service Products
Inc and agree to serve as it Registered Agent, to accept service
of process within the State at its Registered Office located at: 3685 West Citrus
Trace, Davie, Florida 33328

Registered Agent

Alan Phillips

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED