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11/26/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: CB HOLDING, INC.

AUDIT NUMBER.....H97000019689

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION**

**OF**

**CB Holding, Inc.**

**ARTICLE I**  
**NAME**

The name of this corporation is: **CB Holding, Inc.**

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business for this corporation is: 7301 NW 77 Street,  
Miami, Florida 33166.

**ARTICLE III**  
**DURATION**

This corporation shall have perpetual existence, commencing on the date of the  
filing of these Articles of Incorporation with the Florida Department of State, Division of  
Corporations, Tallahassee, Florida.

**ARTICLE IV**  
**PURPOSE**

This corporation is organized for the purpose of transaction any and all lawful  
business.

**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value  
common stock.

Prepared by: \* Pablo R. Bared, Esq., Bared and Assoc., PA, Bar #739405  
1500 San Remo, #177, Coral Gables, FL. 33146  
(305) 666-6010

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #177 Coral Gables, Fl. 33146, and the name of the registered agent of this corporation is Pablo R. Bared, Esq.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

President/Director...Victor Bared, 7301 NW 77 Street,  
Medley, Fl. 33166  
Secretary.....Elias Rodriguez, 7301 NW 77 Street,  
Medley, Fl. 33166

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:  
Victor Bared, 7301 NW 77 St., Medley, Florida 33166.

**ARTICLE IX**  
**BYLAWS**

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Prepared by: \* Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA  
1500 San Remo Ave., #177, Coral Gables Fl. 33146  
305-666-6010

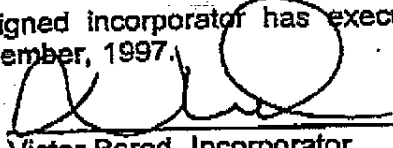
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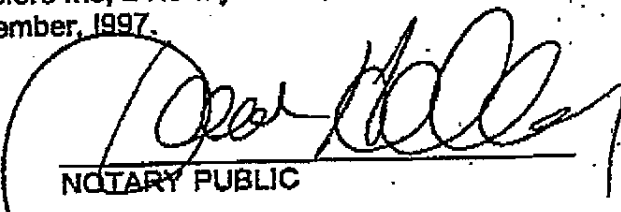
**ARTICLE XI  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of November, 1997.

  
Victor Bared, Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 26 day of November, 1997.

  
NOTARY PUBLIC

My commission expires:

\* Prepared by:  
Pablo R. Bared, Esq. Bar #739405  
Bared and Assoc., PA  
1500 San Remo Avenue  
Suite 177  
Coral Gables, FL 33146  
305-666-6010



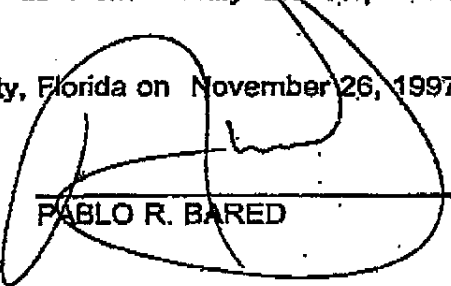
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**ACCEPTANCE OF REGISTERED AGENT**  
**FOR**  
**CB Holding, Inc.**

Having been named to accept service of process for **CB Holding, Inc.**, Pursuant to Article VI of the Articles of Incorporation, **CB Holding, Inc.**, I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

**DATED** in Coral Gables, Dade County, Florida on November 26, 1997.

  
 \_\_\_\_\_  
**PABLO R. BARED**

Prepared by:  
 Pablo R. Bared, Esq. Bar #739405  
 Bared and Assoc., PA  
 1500 San Remo Ave.  
 Suite 177  
 Coral Gables, Fl. 33146  
 305-666-6010

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