

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW

432 N.E. THIRD AVENUE

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BROWARD (954) 765-1400 / FAX (954) 765-1421

December 11, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600002371966--3  
-12/15/97--01058--010  
\*\*\*122.50 \*\*\*122.50

Re: CPC INVESTMENT BANKING GROUP, INC.

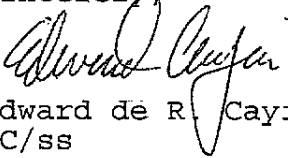
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.  
EC/ss  
Enclosures

FILED  
97 DEC 15 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 12-16-97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CPC INVESTMENT BANKING GROUP, INC.

ARTICLE I. NAME

The name of the corporation shall be CPC INVESTMENT BANKING GROUP, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all business acts authorized under the laws of the State of Florida, and to do any and all acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 757 S.E. 17th Street, Suite 105, Fort Lauderdale, FL 33316. The name of the initial registered agent of this corporation at that address is MICHAEL KAHL.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Directors of the

corporation are MICHAEL KAHL and MARCEL HUBER of 757 S.E. 17th Street, Suite 105, Fort Lauderdale, FL 33316.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: MICHAEL KAHL of 757 S.E. 17th Street, Suite 105, Fort Lauderdale, FL 33316.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented and entitled to vote at the meeting shall be the act of the shareholders.

ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the Board of Directors of the corporation.

ARTICLE XII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. INDEMNIFICATION

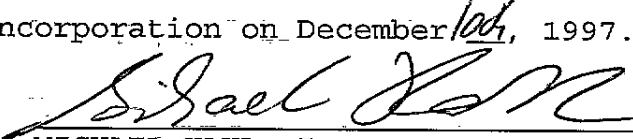
This corporation shall indemnify all current officers or Directors to the full extent permitted by law.

ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, 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 December 10<sup>th</sup>, 1997.

STATE OF FLORIDA )  
COUNTY OF BROWARD )

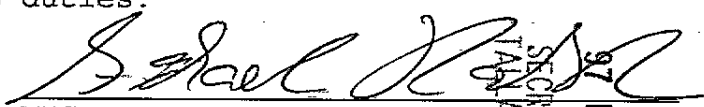
  
MICHAEL KAHL, Incorporator

10 Dec The foregoing instrument was acknowledged before me on this day of December, 1997, by identified by FL D.L. K400-548-6377-0, who did not take an oath.

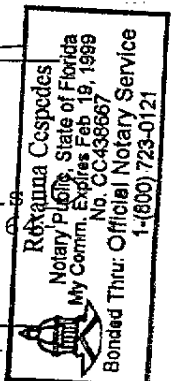
My Commission Expires:

  
Notary Public - State of Florida

The undersigned, having been named as Registered Agent to accept Service of Process for CPC INVESTMENT BANKING GROUP, INC., at does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

  
MICHAEL KAHL, Reg. Agent

FILED  
97 DEC 15 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FILED  
97 DEC 15 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA