

P98000007684

William R. H. Broome, P.A.

Attorneys at Law
Suite 202

Commerce Pointe
1818 Australian Avenue South
West Palm Beach, Florida 33409

William R. H. Broome

James C. Paine, Jr.

Telephone (561) 689-5011
Facsimile (561) 689-6820

January 20, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

700002410337--9
-01/23/98--01070--012
****122.50 ****122.50

Re: CM DESIGN GROUP, INC.

Ladies and Gentlemen:

Enclosed you will find original Articles of Incorporation of CM DESIGN GROUP, INC., together with a check for the following items:

1. Filing Articles	\$35.00
2. Furnishing certified copy of Articles	52.50
3. Filing Designation of Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Kindly file the Articles and furnish a certified copy of the Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



James C. Paine, Jr.

JCP/dba

Enclosures

98 JAN 23 AM 10:47
TALLAHASSEE, FLORIDA
FILED

B. BROCK JAN 26 1998

ARTICLES OF INCORPORATION
OF
CM DESIGN GROUP, INC.

FILED
98 JAN 23 AM 10:47
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be CM DESIGN GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida; further without limitation;

To conduct all phases of business related to the provision of engineering services. The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraphs of these Articles of Incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general power conferred on this corporation by the laws of Florida.

The corporation is specifically permitted to engage in any legal business in any other state as well as the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is

authorized to have outstanding at any time is ONE HUNDRED (100) SHARES with a par value of TEN (\$10.00) DOLLARS per share. Ownership of shares of stock is as follows:

Jessie Merced	90 shares
Carlos M. Gonzalez	10 shares

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at:

2831 Exchange Court
West Palm Beach, FL 33409

The corporation shall have the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

CERTIFICATION

ARTICLE VII

One or more of the principal officers of the corporation, and all personnel of the corporation who act in its behalf as engineers, are registered as provided by F.S. 471.001-471.037. The corporation shall comply with the provisions of F.S. 471.023.

ARTICLE VIII

DIRECTORS

The first Board of Directors of the corporation shall consist of two members as follows:

Jessie Merced

Carlos M. Gonzalez

The initial officers of the corporation who shall serve from the commencement of the corporation's existence until their successors are elected and qualified, shall be as follows:

Jessie Merced President and Secretary

Carlos M. Gonzalez Vice President and Treasurer

Directors need not be residents of the State of Florida or stockholders of the corporation. The number of directors may be increased or decreased by bylaw adopted by the shareholders.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these articles as incorporator is:

Jessie Merced
3 Abbey Court
Greenacres, FL 33461

ARTICLE X

PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE XI

BY-LAWS

The power to adopt the initial by-laws shall be vested in the directors. The power to amend or repeal the by-laws, or adopt new by-laws is reserved to the directors

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of the shareholders by the holders of a majority of the outstanding shares entitled to vote, or may be amended by all of the directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to


the Articles of Incorporation be made. If no shares have been issued, the amendment shall be adopted by a vote of the majority of the directors.

ARTICLE XIV

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be Jessie Merced, 3 Abbey Court, Greenacres, FL, 33461.

IN WITNESS WHEREOF, the above named incorporator has hereunto set his hand and seal this 15 day of January, 1998.

 (SEAL)
Jessie Merced,
Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY, that on this 15 day of January, 1998, Jessie Merced appeared before me, who is personally known to me, who executed the foregoing Articles of Incorporation for the purposes therein mentioned, and who did not take an oath.



Notary Public, State of Florida



Michele L. Angelo
MY COMMISSION # CC583732 EXPIRES
September 9, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

1/15/98
Date

Jessie Merced
Jessie Merced

FILED
98 JAN 23 AM 10:47
STATE
TALLAHASSEE, FLORIDA