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AUDIT NUMBER.....H98000002801

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

EMPIRE

SUBJECT: CPM MANAGEMENT, INC.
REF: W98000003038

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article VI states there will be TWO director(s), whereas ONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

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(S)
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ARTICLES OF INCORPORATION

of

CPM Management, Inc.

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ARTICLE I

CORPORATE NAME

The name of the corporation is CPM Management, Inc. whose principal office and mailing address is: 7705 N.W. 48 Street #101, Miami, Florida 33166.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Sanford N. Reinhard, P.A.
2875 NE 191st Street, Suite 404
North Miami Beach, FL 33180
Fla. Bar #112669
Telephone No. 305-932-7555

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ARTICLE IV

PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Richard Zinn

REGISTERED OFFICE: 7705 N.W. 48 Street #101

Miami, Florida 33166

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Richard Zinn
REGISTERED AGENT

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and addresses of the members of the initial Board of Directors is:

Richard Zinn

7705 N.W. 48 Street

Miami, Florida 33166

ARTICLE VIII

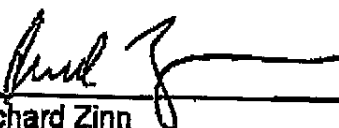
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: Richard Zinn

ADDRESS: 7705 N.W. 48 Street #101

Miami, Florida 33166


Richard Zinn
INCORPORATOR

(Notary Acknowledgment on next page)

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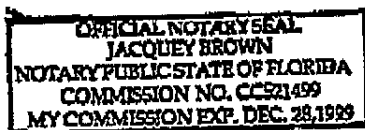
STATE OF FLORIDA

SS

COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Richard Zinn, to me (well known) or provided _____ as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 13 day of January, 1998.



Jacquie Brown
Notary Public, State of Florida at Large

My Commission Expires: 12-28-99

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