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April 24, 1998

VIA FEDERAL EXPRESS

Attn: Ms. Dana Calloway  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/27/98--01070--023  
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RE: CBS Acquisition Corp. and EJG Acquisition Corp.

Dear Sir or Madam:

Per our telephone conversation on Friday, enclosed please find original Articles of Incorporation for **CBS Acquisition Corp.** and **EJG Acquisition Corp.** I have also enclosed two checks in the amount of \$131.25 made payable to the Florida Department of State for the filing fees, certified copies of the articles and the status certificates. Please fax to me the evidence of incorporation once it is completed to: Laura Cantrell, fax number: 404-685-6990. I have also enclosed a prepaid Federal Express envelope for you to send me the (i) certified copies of the Articles of Incorporation and (ii) Certificates of Status.

Please call me as soon as possible if there are any problems with this filing. We are trying to effectuate merger by Thursday, April 30, 1998 with these corporations.

Please do not hesitate to contact me at (404) 815-3690, if you have any questions or need additional information. Thank you for your assistance with this matter.

Sincerely,

SMITH, GAMBRELL & RUSSELL, LLP

*Laura D. Cantrell*

Laura D. Cantrell  
Paralegal

cc: Peter B. Barlow

FILED  
98 APR 27 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
*Dana*

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ARTICLES OF INCORPORATION

OF

CBS ACQUISITION CORP.

**FILED**  
98 APR 27 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

These Articles of Incorporation were approved by the sole Incorporator of the Corporation on April 24, 1998.

I.

The name of the Corporation is CBS Acquisition Corp.

II.

The Corporation is organized for the following purpose or purposes:

To acquire and hold investment assets and to engage in any lawful activities related thereto;

To acquire, own interest in and otherwise participate in and exercise ownership rights in joint ventures, partnerships, limited partnerships, trusts, corporations, unincorporated associations and other entities for the furtherance of all corporate activities;

In general, to carry on any other lawful business whatsoever, and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the Florida Business Corporation Act.

III.

The corporation shall have authority to issue 100 shares of capital stock, no par value.

IV.

The street address of the initial registered office of the Corporation is 4400 West Sample Road, Suite 228, Coconut Creek, Florida 33073, and the name of the Corporation's initial registered agent is at such address is Harold S. Fischer.

V.

The street address and mailing address of the initial principal office of the Corporation is 4400 West Sample Road, Suite 228, Coconut Creek, Florida 33073.

## VI.

The name and address of the Incorporator is Peter Barlow, 1230 Peachtree Street, N.E., Suite 3100, Promenade II, Atlanta, Georgia 30309.

## VII.

A. The number of directors who will serve on the initial Board of Directors shall be one (1) and the name and address of such initial director is Vito A. Bellezza, 4400 West Sample Road, Suite 228, Coconut Creek, Florida 33073.

B. Notwithstanding any other provisions of these Articles of Incorporation or the By-laws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the By-laws of the Corporation), the affirmative vote of the holders of at least three-fourths ( $\frac{3}{4}$ ) of the total number of votes entitled to be cast by the holders of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors shall be required to amend, alter, change or repeal, or to adopt any provision as part of these Articles of Incorporation inconsistent with, this Article VII. The holder of each share of capital stock entitled to vote thereon shall be entitled to cast the same number of votes as the holder of such shares is entitled to cast generally in the election of each director.

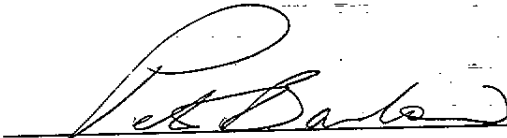
## VIII.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director derived an improper personal benefit, (iii) for unlawful distributions to shareholders of the Corporation in violation of Section 607.06401 of the Florida Business Corporation Act, or (iv) for willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure judgment in its favor or in a proceeding by or in the right of a shareholder. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

IX.

Except as otherwise specifically provided herein, these Articles of Incorporation may be amended, altered, changed or repealed only by the affirmative vote or consent of the holders of at least one-half (½) of the shares of the capital stock of the Corporation entitled to vote in elections of directors.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 24th day of April, 1998.

  
Peter Barlow,  
Incorporator

Acceptance by the registered agent as required in Section 607.0501 (3) F.S.: Harold S. Fischer is familiar with and accepts the obligations provided for in Section 607.0505.

  
Harold S. Fischer

Date: April 24, 1998

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98 APR 27 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA