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ARVIN PELTZ

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May 18, 1998

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700002529457-3  
-05/19/98-01079-008  
\*\*\*122.50 \*\*\*122.50

Re: Formation of: CCSC HOLDING CORP.

**EFFECTIVE DATE**  
**5-15-98**

Dear Sir or Madam:

I enclose the Articles of Incorporation for the above mentioned corporation together with my check in the amount of \$122.50 representing the following:

Filing Fee:	\$ 35.00
Designation of Registered Agent	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL:	\$122.50

Please file the Articles, certify the additional copy and return to the undersigned in the enclosed Federal Express mailers as soon as possible.

Thank you for your cooperation.

Sincerely,



NANCY QUINTANA  
Paralegal  
Enclosures(2)

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**FILED**  
98 MAY 19 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Handwritten signature and date 5/21/98*

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**ARTICLES OF INCORPORATION**

**OF**

**CCSC HOLDING CORP.**

**FILED**

98 MAY 19 PM 1:45

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation shall be:

CCSC HOLDING CORP.

(hereafter referred to as the "Corporation").

**EFFECTIVE DATE**  
**5-15-98**

**ARTICLE II - ACTIVITIES**

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

5,000 Shares Common Stock - Par Value One Dollar (\$1.00).

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

**ARTICLE IV - COMMENCEMENT OF EXISTENCE**

This corporation shall commence its existence on the 15<sup>th</sup> day of May, 1998, and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V - IDENTITY OF REGISTERED AGENT,  
INCORPORATOR AND PRINCIPAL OFFICE AND ADDRESSES**

The following represents the identity of the Incorporator, Registered Agent and principal office of the Corporation in the State of Florida:

1. Principal Office: The street address of the principal office, the registered office and the mailing address for the Corporation in the State of Florida is:

3250 Mary Street  
Suite 500  
Miami, Florida 33133

2. Registered Agent: The name and address of the Initial Registered Agent of this corporation is:

Arvin Peltz, Esq.  
3250 Mary Street  
Suite 500  
Miami, Florida 33133

3. Incorporator: The name and address of the incorporator executing these Articles is:

Arvin Peltz, Esq.  
3250 Mary Street  
Suite 500  
Miami, Florida 33133

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by amendment to the by-laws but shall never be less than one (1). The names and address of the initial directors of the Corporation who are to serve until their successors are duly elected and qualified are:

Sherwood M. Weiser  
3250 Mary Street - Suite 500  
Miami, Florida 33133

Donald E. Lefton  
3250 Mary Street - Suite 500  
Miami, Florida 33133

#### **ARTICLE VII - CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he, or she, or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a Director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### **ARTICLE VIII - CORPORATE DEBTS**

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the Corporation.

#### **ARTICLE IX - INDEMNIFICATION**

This Corporation shall indemnify, advance expenses on behalf of, and provide appropriate insurance for its officers and directors to the fullest extent permitted by law either now or hereafter.

#### **ARTICLE XIII - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15<sup>th</sup> day of May, 1998.

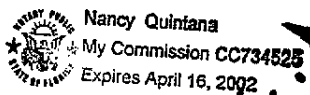
**ARVIN PELTZ**

Incorporator and Subscriber

STATE OF FLORIDA    )  
                                  ) SS  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ARVIN PELTZ, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me under oath that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 15<sup>th</sup> day of May, 1998.



*Nancy Quintana*  
\_\_\_\_\_  
NANCY QUINTANA  
(Print Name)  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Arvin Peltz of 3250 Mary Street, Suite 500, Miami, Florida 33133, having been named as the Registered Agent of the Corporation at the place designated above, hereby acknowledges that he is familiar with and accepts the appointment and the duties of Registered Agent, agrees to act in this capacity and agrees to comply with the provision of all statutes relative to the proper and complete performance of his duties.

Signed this 15<sup>th</sup> day of May, 1998.

*Arvin Peltz*  
\_\_\_\_\_  
Arvin Peltz, Registered Agent

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**FILED**  
68 MAY 19 PM 1:46  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE