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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836612 4369500

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 131.25

ORDER DATE : May 29, 1998

ORDER TIME : 2:01 PM

ORDER NO. : 836612-010

CUSTOMER NO: 4369500

800002541328--9

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

DOMESTIC FILING

NAME: CPS ACQUISITION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

98 MAY 29 PM 3:37

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RECEIVED

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ARTICLES OF INCORPORATION

OF

CPS ACQUISITION, INC.

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: CPS ACQUISITION, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431; and the registered agent at that address is David Peck.
- FIFTH:** The name and address of the incorporator of the Corporation is: David Peck, 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- SIXTH:** The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).
- SEVENTH:** The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

DAVID PECK 2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

DARYL P. JOHNSON 2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

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EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on May 29, 1998.

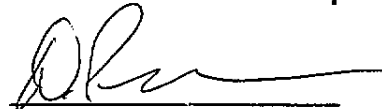
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 28th day of May, 1998.



David Peck, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



David Peck

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