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HARVEY J. GOLDSTEIN, S.C.

February 17, 1999

Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

7000002780287--8
-02/19/99--01029--008
*****78.75 *****78.75

Re: C.P. International Sales & Marketing, Inc.

Dear Sirs/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$78.75 representing the filing fee, certified copy and registered agent designation fee. Please send the certified copy back to my attention at the above-referenced address.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,



M. Chris Edwards

M. Chris Edwards
AUTHORIZATION BY PHONE TO
CORRECT add signature
DATE 2-22-99
102-EXAM D. Callaway

FILED
99 FEB 19 AM 10:53
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FEB 22 1999
5

ARTICLES OF INCORPORATION
OF
C.P. INTERNATIONAL SALES & MARKETING, INC.

FILED
99 FEB 19 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the corporation shall be C.P. INTERNATIONAL SALES & MARKETING, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII

Cumulative Voting

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6192 Eagles Nest Drive, Jupiter, FL 33458, and the name of the initial registered agent of this corporation at such office is Scott Phillips, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 6192 Eagles Nest Drive, Jupiter, FL 33458.

ARTICLE IX

Initial Board of Directors

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. Scott Phillips & Ronald J. Castello

ARTICLE X

Incorporator

The name and address of the person signing these Articles of Incorporation is:

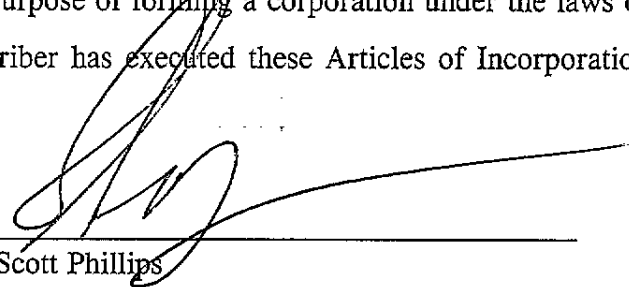
Scott Phillips
6192 Eagles Nest Drive
Jupiter, FL 33458

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal 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, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 15 day of Feb, 1999.



Scott Phillips

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 15th day of February, 1999, by Scott Phillips who is personally known to me, or who showed me identification in the form of a driver's license and who did take an oath.



Print Name: Susan Haynes Bonino
Notary Public, State of Florida



Susan Haynes Bonino
MY COMMISSION # CC712008 EXPIRES
May 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for C.P. INTERNATIONAL SALES & MARKETING, INC. at the place designated in the articles of incorporation, Scott Phillips, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 15 day of Feb, 1999

Scott Phillips

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 15th day of February, 1999, by Scott Phillips who is personally known to me, or presented identification in the form of _____, and who did take an oath.

Susan Haynes Bonino

Print Name: Susan Haynes Bonino
Notary Public, State of Florida



Susan Haynes Bonino
MY COMMISSION # CC712008 EXPIRE:
May 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE FLORIDA