



Sunbeam Corporation
2381 Executive Center Drive
Boca Raton, Florida 33431
561 912 4100 Fax 561 912 4567

P99000019168

February 2, 1999

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*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation of CMO, Inc. (Florida domestic)

Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of CMO, Inc. Florida corporation.

Also enclosed is our company's check in the amount of \$70.00 to file the Articles of Incorporation. Please date stamp the second duplicate original and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Sandra K. Racicot

Sandra K. Racicot, CLA
Senior Corporate Paralegal

Enclosures

FILED
99 MAR -1 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/24/99

6641-2-1999
DA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 1999

SANDRA K. RACICOT, CLA
SUMBEAM CORPORATION
2381 EXECUTIVE CENTER DRIVE
BOCA RATON, FL 33431

SUBJECT: CMO, INC.
Ref. Number: W99000003203

We have received your document for CMO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 999A00005638



Sunbeam Corporation
2381 Executive Center Drive
Boca Raton, Florida 33431
561 912 4100 Fax 561 912 4567

February 25, 1999

VIA NEXT-DAY AIR

Ms. Dana Calloway
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation of CMO, Inc. (Florida domestic)

Dear Ms. Calloway:

Enclosed is a revised duplicate set of Articles of Incorporation of CMO, Inc., a Florida corporation, wherein the Registered Agent named therein was corrected from "CT Corporation" to "CT Corporation System".

Our company's check in the amount of \$70.00 to file the Articles of Incorporation was previously submitted to the Division of Corporations on or about February 4, 1999 with the original filing.

Please date stamp the second duplicate original as indicated and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Sandra K. Racicot, CLA
Senior Corporate Paralegal

Enclosures

ARTICLES OF INCORPORATION

OF

CMO, INC.

FILED
99 MAR -1 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is CMO, INC. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 2381 Executive Center Drive, Boca Raton, Florida 33431 and its Registered Agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be three (3).

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation Janet G. Kelley, 2381 Executive Center Drive, Boca Raton, Florida 33431.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. DIRECTORS

The name and addresses of the initial directors of the Corporation are:

Robert P. Totte, 2381 Executive Center Drive, Boca Raton, Florida 33431
Janet G. Kelley, 2381 Executive Center Drive, Boca Raton, Florida 33431
Cheryl M. O'Hara, 2381 Executive Center Drive, Boca Raton, Florida 33431

ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.


Janet G. Kelley, Incorporator

