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*Law Offices of  
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VIA FEDERAL EXPRESS

June 24, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002915719--6  
-06/25/99--01066--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Articles of Incorporation of C.A. & COMPANY OF SOUTH FLORIDA II, INC.

Dear Sir or Madam:

Enclosed please find an original plus one (1) duplicate original Articles of Incorporation for C.A. & COMPANY OF SOUTH FLORIDA II, INC., along with our trust account check in the amount of \$122.50 representing the appropriate filing fee.

Once the Articles have been filed, please forward them to this office using the Federal Express airbill enclosed herein.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm  
Encl.

same principals as: "C.A. & Company of South Florida, Inc."

FILED  
1999 JUN 25 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
C. A. & COMPANY OF SOUTH FLORIDA II, INC.

FILED

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ARTICLE I  
CORPORATE NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the corporation is C.A. & COMPANY OF SOUTH FLORIDA II, INC.

ARTICLE II  
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V  
SHAREHOLDER'S 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 issuance of fractional shares) at the price at which it is offer to others.

ARTICLE VI  
INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Jeffrey R. Eisensmith, Esquire, One Financial Plaza, Suite 1610, Fort Lauderdale, Florida 33394.

ARTICLE VII  
CORPORATE ADDRESS

This corporation's initial address is 600 NW 19th Street, Fort Lauderdale, Florida 33311.

ARTICLE VIII  
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names of the initial directors of this corporation are C.A. Messana, 600 NW 19th Street, Fort Lauderdale, Florida 33311, and Marta S. Messana, 600 NW 19th Street, Fort Lauderdale, Florida 33311.

ARTICLE IX  
INCORPORATOR

The name of the person signing these Articles is C. A. Messana, 600 NW 19th Street, Fort Lauderdale, Florida 33311.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI  
AMENDMENTS TO BY-LAWS

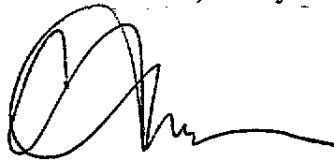
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XII  
CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII  
INDEMNIFICATION

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



\_\_\_\_\_  
C. A. Messana  
Incorporator

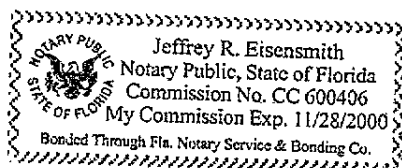
STATE OF FLORIDA )  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared C. A. MESSANA, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 24 day of June, 1999.

\_\_\_\_\_  
Notary Public

My Commission Expires:



ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

  
JEFFREY R. EISENSMITH, ESQ.  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF BROWARD)

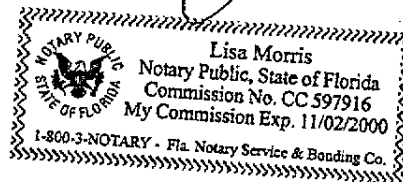
BEFORE ME, the undersigned authority personally appeared JEFFREY R. EISENSMITH, ESQUIRE, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 24 day of

June, 1999.

  
Notary Public

My Commission Expires:



SECRETARY  
TALLAHASSEE, FLORIDA

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