

99000072861

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CPF Associates, Inc.

500002960415--9
-08/16/99--01047--016
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
 99 AUG 16 PM 2:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 99 AUG 16 AM 10:16
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE AND
 TALLAHASSEE, FLORIDA

T BROWN AUG 16 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

CS 8/16 9:08

ARTICLES OF INCORPORATION
OF
CPF ASSOCIATES, INC.

FILED
99 AUG 16 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is: **CPF ASSOCIATES, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise

acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture,

trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$.001. The shares are to qualify under Section 1244 of the Internal Revenue Code of 1986, as amended.

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/she already holds, shall have the right to purchase his/her pro rata share (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 5815 N.W. 42nd Terrace, Boca Raton, Florida 33496.

The registered office of this corporation is:

5815 N.W. 42nd Terrace, Boca Raton, Florida 33496.

The name of the initial registered agent of this corporation at that address is: CYNTHIA WELLER.

ARTICLE VII

DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

CYNTHIA WELLER
5815 N.W. 42nd Terrace
Boca Raton, Florida 33496.

CYNTHIA CADWALLADER SPRAY
5815 N.W. 42nd Terrace
Boca Raton, Florida 33496.

ARTICLE VIII

INCORPORATOR

The name of the incorporator is:

CYNTHIA WELLER

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

CYNTHIA WELLER

CYNTHIA CADWALLADER SPRAY

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 13th
day of August, A.D., 1999.

Cynthia Weller
INCORPORATOR

STATE OF FLORIDA

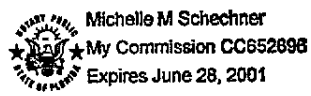
COUNTY OF PALM BEACH

On this 13th day of August, A.D., 1999,
before me, a Notary Public for the State of Florida the undersigned
officer personally appeared CYNTHIA WELLER, known to me to be the
person whose name is subscribed to in the within instrument, and
acknowledges she executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Michelle M Schechner
Notary Public

My Commission Expires:

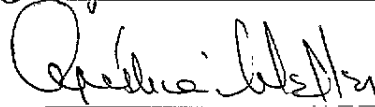


ACCEPTANCE BY REGISTERED AGENT

FILED
99 AUG 16 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the ~~above~~ stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 13th day of August, 19 99.



Registered Agent
CYNTHIA WELLER