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FLORIDA PROFIT CORPORATION OR P.A.

C&R HOLDINGS CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
C & R HOLDINGS CORP.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: C & R HOLDINGS CORP.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FLA BAR #851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares consisting of 20,000,000 shares of Common stock, par value \$.001 per share, and 5,000,000 shares of Preferred stock, par value \$.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Roxanne K. Beilly, 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301

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**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Roxanne K. Beilly
200 E. Las Olas Boulevard
Suite 1900
Ft. Lauderdale, FL 33301

Charles B. Pearlman
200 E. Las Olas Boulevard
Suite 1900
Ft. Lauderdale, FL 33301

The persons named as Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Roxanne K. Beilly, 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 30th day of August, 1999.



Roxanne K. Beilly, Incorporator

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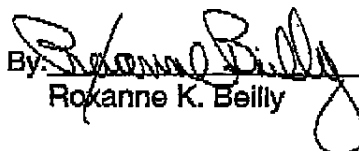
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H99000023842 0 **CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

C & R HOLDINGS CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida, 33301, has named Roxanne K. Beilly, whose address is 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida, 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: 
Roxanne K. Beilly

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