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LA. OFFICE
MITCHELL T. McRAE, P.A.
WEST BOCA PLAZA
23003 SOUTH STATE ROAD 7
BOCA RATON, FLORIDA 33428
TELEPHONE (561) 241-6600
TELECOPIER (561) 241-6617
E-MAIL BOCALAWMTM@AOL.COM

MITCHELL T. McRAE
ANNA M. McRAE

September 30, 1999

Via UPS Overnight Delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

500003002695--4
-10/01/99--01055--018
*****78.75 *****78.75

Re: Cypress Holdings Corp. - Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find the original and one (1) copy of Articles of Incorporation for Cypress Holdings Corp.

Please file the Articles forthwith and return to us a certified copy. Enclosed please find a check in the sum of \$78.75, representing the filing and designation of resident agent fee, and for one (1) certified copy.

Thank you.

Very truly yours,

MITCHELL T. McRAE, P.A.

EFFECTIVE DATE

9.24.99

By:

Mitchell T. McRae

FILED
99 OCT - 1 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure(s)

CB
10-5-99
5

ARTICLES OF INCORPORATION

OF

CYPRESS HOLDINGS CORP.

EFFECTIVE DATE
9-24-99

SAUL BOYMAN, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **CYPRESS HOLDINGS CORP.**

FILED
OCT 1 AM 10:43
SECRETARY OF STATE
FLORIDA

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS

The initial Registered Office of this corporation shall be located at: West Boca Plaza, 23003 South State Road 7, Boca Raton, Florida 33428 and the name of the initial Registered Agent of this corporation at said address shall be: Mitchell T. McRae. The business address of this corporation shall be: 16903-C Isle of Palm Drive, Delray Beach, Florida 33484.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) directors: Saul Boyman, 16903-C Isle of Palm Drive, Delray Beach, Florida 33484, and Evelyn Boyman, 16903-C Isle of Palm Drive, Delray Beach, Florida 33484. The number of persons serving as directors shall never exceed ten (10).

Mitchell T. McRae, Esquire
West Boca Plaza, 23003 South State Road 7
Boca Raton, Florida 33428
Telephone: (561) 241-6600
Florida Bar Number: 441759

ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE VII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Saul Boyman, 16903-C Isle of Palm Drive, Delray Beach, Florida 33484 (President), and Evelyn Boyman, 16903-C Isle of Palm Drive, Delray Beach, Florida 33484 (Secretary/Treasurer)

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Saul Boyman, 16903-C Isle of Palm Drive, Delray Beach, Florida 33484.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the date which is five (5) days prior to the date of filing with the Secretary of State.

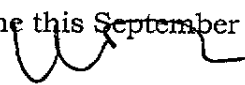
IN WITNESS WHEREOF, the undersigned incorporator, Saul Boyman, subscribed to these Articles of Incorporation this September 30, 1999.


Saul Boyman

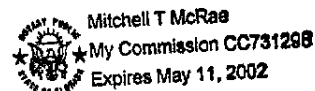
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Saul Boyman, to me known and known to me to be the person described in and who executed the foregoing, and (s)he acknowledged before me that he executed the same, (✓) who is personally known to me, () who has produced _____ as identification and who () did (✓) did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this September 30, 1999.


Notary Public, State of Florida

Mitchell T. McRae, Esquire
West Boca Plaza, 23003 South State Road 7
Boca Raton, Florida 33428
Telephone: (561) 241-6600
Florida Bar Number: 441759



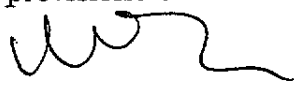
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **CYPRESS HOLDINGS CORP.** desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named Mitchell T. McRae as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Mitchell T. McRae

FILED
99 OCT -1 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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