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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 2, 1999

EFFECTIVE DATE

12-3-99

To: State of Florida, Division of Corporations

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-12/03/99--01085--015

*****78.75 *****78.75

Fm: Elizabeth Silva

Re: Articles of Incorporation

Attached is my Articles of Incorporation and Registered Agent Notice. I have also enclosed a Federal Express return envelop. Could you please process & return via Federal Express.

Thank you.

Elizabeth A. Silva, 9 Bernard Road,
Dracut, MA 01826

D. BROWN DEC - 7 1999

EFFECTIVE DATE

12-3-99

**ARTICLES OF INCORPORATION
OF**

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99 DEC -3 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMERCIAL PRODUCTS OF AMERICAS WORLDWIDE, CORP.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **COMMERCIAL PRODUCTS OF AMERICAS WORLDWIDE, CORP.**, whose principal place of business is 231 NW 53rd Street, Fort Lauderdale, Florida 33309.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is Commercial Products of Americas Worldwide, Corp., 231 NW 53rd Street, Fort Lauderdale, Florida 33309 and the name of its initial registered agent at said address is Kelly Silva.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is: Elizabeth A. Silva, 9 Bernard Road, Dracut, MA 01826

ARTICLE VII

The name and address of the incorporator is: Elizabeth A. Silva, 9 Bernard Road, Dracut, MA 01826

ARTICLE VIII

The shareholder(s) shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

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

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ration of the authorized shares of common stock held by the holder to any shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statue Section 607.0203, the effective date of the commencement of the corporation existence is the 2nd day of December, 1999 which is the date of subscription and acknowledge of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 2nd day of December, 1999.


Elizabeth A. Silva, Director & Incorporator

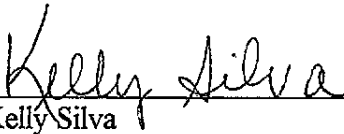
ACKNOWLEDGMENT OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

I, KELLY SILVA, am to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and do so freely and voluntarily and authorize said corporation to name me as its initial Registered Agent for the purposes mentioned and set forth in Article V. I do further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of his position as Registered Agent.



Kelly Silva