

CAPITAL CONNECTION, INC.

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

P99000109145

FLA-CGI, Inc.

100003073861--0
-12/17/99-01050--017
2861.25 *140.00

EFFECTIVE DATE
12-10-99

Art of Inc. File Cert

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 X 3

Photo Copy

Certificate of Good Standing X 5

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

99 DEC 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

99 DEC 17 PM 12:25
RECEIVED

DB
12-21-99
4

Signature

Requested by: CD

12-17-99 11:00

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
OF
FLA-CG I, INC.

EFFECTIVE DATE

12-14-99

ARTICLE I - NAME

The name of this corporation is FLA-CG I, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

FILED
99 DEC 17 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida,

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on December 16, 1999.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Cathy Scott
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

NAME

ADDRESS

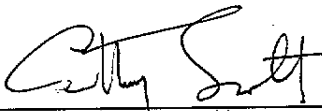
Bruce A. Rendina

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of December, 1999.


Cathy Scott

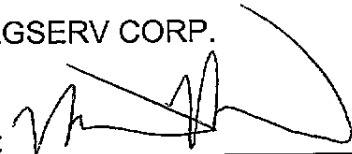
FILED
99 DEC 17 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 16th day of December, 1999.

REGSERV CORP.

By: 
Mark Nussbaum, Vice President