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PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135-00000000  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
PHONE: (305) 641-3694  
FAX: (904) 922-4900 FAX: (305) 641-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NORTHWESTERN HOLDING COMPANY  
FAX AUDIT NUMBER: 195000000580 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/13/1996 TIME REQUESTED: 17:47:21  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit and bottom of all pages of the document.

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\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:11:5t

EFFECTIVE DATE  
1/13/96

FILED  
95 JAN 17 AM 9:22  
TALLAHASSEE

RECEIVED  
95 JAN 17 AM 8:04

ARTICLES OF INCORPORATION

OF

NORTHWESTERN HOLDING COMPANY

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

- FIRST: The name of the Corporation is Northwestern Holding Company (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is One Bayfront Plaza, 100 South Biscayne Boulevard, Suite 1100, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Tibor Hollo, One Bayfront Plaza, 100 South Biscayne Boulevard, Suite 1100, Miami, Florida 33131.
- SIXTH: The purpose for which the Corporation is organized is limited solely to: (i) owning shares of Common Stock of Northwestern Capital Corporation, a Florida corporation, and entering into such financial obligations, or other contractual commitments, as may be requisite or appropriate to such ownership; and (ii) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident, necessary and appropriate to the foregoing limited purpose.
- SEVENTH: The number of directors of the Corporation shall be from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation, but in no event shall the number of directors be less than one (1).

BROAD & CASSEL  
 201 S. BISCAYNE BVD.  
 # 3000  
 MIAMI, FL 33131  
 (305) 373.9400  
 Marvin S. Cassel  
 Fl. Bar # 0012713

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H9500 0000580

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090111

EFFECTIVE DATE

19849224000 P.07

10

JAN-16-1995 10:46 FROM EMPIRE


H9500 0000580

**EIGHTH:** The 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.

**NINTH:** The 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.

**TENTH:** The corporate existence of the corporation shall commence effective January 12, 1995.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation this 12th day of January, 1995.

  
\_\_\_\_\_  
Tibor Holo, Incorporator

H9500 0000700

H9500 0000580

ACCEPTANCE OF APPOINTMENT

BY

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0506 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frazier  
Linda C. Frazier, Vice President

H9500 000056H

FILED  
95 JAN 17 AM 9:22  
TALLAHASSEE

CONFIRMATION 19000  
SERVICE 150  
1701 HAYS STREET  
TALLAHASSEE, FL 32310  
901 222 9171  
901 222 0191 FAX

800-142-8006

**P95000003854**

**CSC networks**

95 JUN 25 AM 11 25  
DIVISION OF CORPORATION

Mail To:  
P.O. Box 5020  
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032  
REFERENCE : Patricia Piffis  
AUTHORIZATION :  
COST LIMIT : \$ 07.50

ORDER DATE : January 26, 1995  
ORDER TIME : 09:42 AM  
ORDER NO. : 530707  
CUSTOMER NO: 4134A

1100001 200 001

CUSTOMER: Mr. Justin Wilson  
Broad And Canal  
Suite 3000, Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: NORTHWESTERN HOLDING  
COMPANY

155 JUN 25 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

4/26

- AA CERTIFIED COPY
- PLAIN STAMPER COPY
- ARTICLES AND FILING STAMPING

CONTACT PERSON: Mr. K. B. ...

EXAMINER'S INITIALS:

*Handwritten:*  
- 155  
1. appended  
2. Res laterd.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

NORTHWESTERN HOLDING COMPANY

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

- FIRST: The name of the Corporation is Northwestern Holding Company (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is One Bayfront Plaza, 100 South Biscayne Boulevard, Suite 1100, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Tibor Hollo, One Bayfront Plaza, 100 South Biscayne Boulevard, Suite 1100, Miami, Florida 33131.
- SIXTH: The purpose for which the Corporation is organized is limited solely to: (i) owning shares of Common Stock of Northwestern Capital Corporation, a Florida corporation and entering into that certain loan in the amount of \$2,500,000.00 (the "Stock Loan") with Nomura Asset Capital Corporation; and (ii) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident, necessary and appropriate to the foregoing limited purpose.

This Instrument Prepared By:

Marwin S. Cassel, P.A.  
Florida Bar No. 0012713  
Broad and Cassel  
Miami Center, Suite 3000  
201 S. Biscayne Boulevard  
Miami, Florida 33131

RECORDED  
INDEXED  
MAY 19 1983

- SEVENTH: The number of directors of the Corporation shall be from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation, but in no event shall the number of directors be less than one (1).
- EIGHTH: The 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.
- NINTH: The 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.
- TENTH: The corporate existence of the corporation shall commence effective January 12, 1995.
- ELEVENTH: Any obligation of the Corporation to indemnify its directors and officers, whether arising by statute, common law or otherwise, shall be fully subordinated to the Stock Loan and shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to service the Stock Loan is insufficient to pay such indemnification obligations.

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

D & C CORPORATE SERVICES, INC.

By: Linda C. Frazier  
Linda C. Frazier, Vice President



CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTHWESTERN HOLDING COMPANY

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned President and Secretary of Northwestern Holding Company, certify as follows:

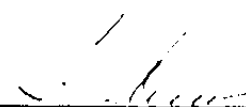
1. The name of the Corporation is Northwestern Holding Company (the "Corporation").

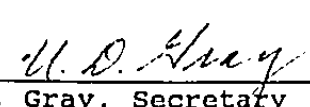
2. Pursuant to resolutions duly adopted by the Corporation's Board of Directors and its shareholders, the Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit "A" are adopted.

3. Articles Sixth of the original Articles of Incorporation is deleted and replaced by Article Sixth in the Amended and Restated Articles of Incorporation and Article Eleventh is added to the Amended and Restated Articles of Incorporation.

4. The amendments to the Corporation's Articles of Incorporation were adopted by the Corporation's Board of Directors and shareholders by unanimous written consent dated as of January 23, 1995.

IN WITNESS WHEREOF the undersigned have executed this Certificate of Amended and Restated Articles of Incorporation as of the 23 day of January, 1995.

  
\_\_\_\_\_  
Tibor Hollo, President

  
\_\_\_\_\_  
U.D. Gray, Secretary

WRITTEN CONSENT OF THE DIRECTORS AND SOLE SHAREHOLDER  
OF  
NORTHWESTERN HOLDING COMPANY

The undersigned, being all of the directors and the sole shareholder of Northwestern Holding Company, a Florida corporation (the "Corporation"), hereby take the following actions by written consent in lieu of a special meeting of the directors and shareholders pursuant to Section 607.021 and Section 607.0704 of the Florida Business Corporation Act.

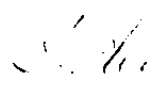
WHEREAS, the Board of Directors and shareholders of the Corporation deem it advisable that the Corporation amend and restate its Articles of Incorporation;

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation substantially in the form attached hereto as Exhibit "A" is adopted;


BE IT FURTHER RESOLVED, that the appropriate officers and directors of the Corporation are authorized, empowered and directed to file the Amended and Restated Articles of Incorporation; and

BE IT FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to take such further action, and to execute and deliver such additional documents as any of them may deem necessary or appropriate to effectuate the intent and purposes of the foregoing resolutions and the Amended and Restated Articles of Incorporation referred to therein.

Dated: January 23, 1995

  
\_\_\_\_\_  
Tibor Hollo, Director

Dated: January 23, 1995

  
\_\_\_\_\_  
U.D. Gray, Director

Dated: January 23, 1995

  
\_\_\_\_\_  
Wayne Hollo, Director

Dated: January 23, 1995

  
\_\_\_\_\_  
Tibor Hollo, Sole Shareholder

P95000003854

BROAD AND CASSEL  
ATTORNEYS AT LAW

MURRAY H. NIKAN, P.A.  
MIRREZAL, P.A.  
JERRY A. IQUICIE, P.A.  
PATRICIA THOMAS, P.A.  
C. REN BIRRIE, P.A.  
ROBERT D. HAYTON, P.A.  
RICHARD B. MCFARIANE, P.A.  
C. DAVID BROWN, II, P.A.  
P. VERNON BARNETT  
MARVIN S. CASSEL, P.A.  
CHRISTOPHER HERTZ, P.A.  
ARVIND JAFFE, P.A.  
M. STEVEN TURNER, P.A.  
RALPH C. INTALLO, P.A.  
JOHN L. MANNINGHAM, P.A.  
MARTIN R. PRUSS, P.A.  
MICHAEL A. DRUM, P.A.  
ANTHONY W. PALMA, P.A.  
ANDREW D. BAIJIN  
CHARLES B. STRATTON, P.A.  
JAMES R. MATER, P.A.  
WILLIAM C. PHILLIPS, P.A.

ALAN S. EPSTEINMAN, P.A.  
GABRIEL L. IMFERIATO, P.A.  
DAVID E. MILLER, P.A.  
ROBERT F. ROSEN, P.A.  
ANIMON INZON, P.A.  
KEELY GOVLER/ROBERT JOHNSON, P.A.  
PATRICIA M. ALLEN/ROSE, P.A.  
JAMIE W. WILSON, P.A.  
JERRY P. GIBSON  
ANDREW S. THOMAS, P.A.  
MARK D. TUCKER  
THOMAS C. VAUGHN, P.A.  
JUDITH M. CARLISLE, P.A.  
JACK R. REIDIT, P.A.  
VERONICA BARBY JOHNSON, P.A.  
JOHN BOGAR, P.A.  
JOHN A. BANTON, JR., P.A.  
MNA S. GORDON, P.A.  
STEVEN HILSON  
AMY S. SCHOMBER, P.A.  
DEBORAH H. JOHNSON, P.A.  
RONALD M. HAZEN, P.A.

DESIARD M. MILJAN, P.A.  
LEONOR B. MILLER, P.A.  
ANN M. MOYSE BRAMAN, P.A.  
A. JERRY BISHOP, P.A.  
DALE B. BERGMAN, P.A.  
JAY ALAMO  
DASH LANE/PAUL BOWLING  
PAUL ALBILI  
KATHERINE L. DUBOIS  
JERRY J. WINE  
BARBARA M. CARLISLE  
MICHAEL B. REUTHER  
ROY S. ROBERT  
MICHAEL P. BARNETT  
ANDREW L. MANTONI  
C. CHRISTOPHER KILLAN  
RICHARD M. BROWN  
DARYL LEIDMAN  
DAVID J. POWERS  
JONATHAN J. ELIOT  
ANDREW A. REICH  
KATHERINE CARLISLE

JANE R. FAJANER  
ROBERT ALBERT, II  
ROBERT P. MALONEY  
ROBERT P. WILSON  
DEBRA A. BEMIS  
TAMARA CARMICHAEL  
FRANK M. KENNEDY  
KRISTINA J. HREIN  
LEIGH ANN MURVIN  
JINNA C. FRAZIER  
STEVE WAREHOUT  
MICHAEL MANTHUI  
STEVEN MICHAEL STARR  
T. KEVIN TAYLOR  
LESTER J. PERZAKI  
DAVID A. BORNHEIM  
DAVID P. LEVIN  
JENNIFER TOWNARD  
CARL E. RICH  
KELLY P. CAMPBELL

SOUTH 3000  
MIAMI CENTER  
201 South Biscayne Boulevard  
MIAMI, FLORIDA 33131  
(305) 373-9400  
FAX (305) 373-9443

SEAN O'NEILL  
RICHARD BROAD  
ALVIN CASSEL  
NORMAN BROAD, P.A.  
JAMES S. CASSEL, P.A.  
J. RYTON WEAVER  
WILLIAM H. HOWLAND, JR., P.A.  
WARREN L. BROWN  
ALAN M. ODELMAN  
KENNETH BISHMAN  
WILLIAM F. BURKE  
GARY W. PHILLARD

Writer's Direct Line: 373-9448

May 4, 1996

Department of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

500001814485  
-05/09/96--01036--008  
\*\*\*\*\$87.50 \*\*\*\*\$87.50

Re: Northwestern Holding Company

Dear Sir or Madam:

Enclosed for filing you will find an original and one (1) copy of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. In addition, I have enclosed a check in the amount of \$87.50 to cover the applicable filing fees as well as a certified copy.

To evidence receipt of this filing, please date stamp the duplicate copy of the articles and return them to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions, please contact me.

Very truly yours,

BROAD AND CASSEL

Allison A. Lichter  
Corporate Paralegal

SH 5/6  
Amend.

56 MAY - 8 AM 9:15  
SECTION OF THE  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

AAL/bas  
Enclosures  
cc: Marwin S. Cassel, P.A.

ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NORTHWESTERN HOLDING COMPANY

RECORDED  
MAR 28 1996  
STATE OF FLORIDA

The undersigned President, for the purpose of amending the Amended and Restated Articles of Incorporation of Northwestern Holding Company, a Florida corporation (the "Corporation"), hereby certifies, pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is Northwestern Holding Company (the "Corporation").
2. Article SIXTH of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

SIXTH: The purpose for which the Corporation is organized is limited solely to: (i) owing shares of Common Stock of Northwestern Capital Corporation, a Florida corporation and entering into loans whereby security pledged is the sole asset of the Corporation to-wit; the stock of Northwestern Capital Corporation; and (ii) transacting any and all lawful business for which a corporation may be organized under the laws of the State of Florida that is incident, necessary and appropriate to the foregoing limited purpose.

3. The foregoing amendment was adopted by the sole Shareholder and the Board of Directors of the Corporation by Joint Unanimous Written Consent dated March 25, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 25th day of March, 1996.

  
\_\_\_\_\_  
Tibor Hollo, President