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PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 162323 4304945

AUTHORIZATION : *Patricia Pyzant*
COST LIMIT : \$ 78.75

ORDER DATE : November 20, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 162323-005

CUSTOMER NO: 4304945

CUSTOMER: Frederick Callori, Esq
LANE ALTMAN & OWENS

101 Federal Street

Boston, MA 02110

DOMESTIC FILING

NAME: *HAC,*
~~HHG,~~ INC.

EFFECTIVE DATE:

EFFECTIVE DATE
11-20-96

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

Dmc 11/22/96

FILED
95 NOV 21 PM 4:18
TALLAHASSEE, FLORIDA

RECEIVED
95 NOV 21 PM 10:44
DIVISION OF CORPORATION

200002011032--4

~~6096-24696~~



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95 NOV 21 PM 4:15
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

November 21, 1996

CSC NETWORKS, INC.

TALLAHASSEE,

SUBJECT: HHC, INC.

Ref. Number: W96000024696

We have received your document for HHC, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Letter Number: 096A00052991

**ARTICLES OF INCORPORATION
OF**

FILED
96 NOV 21 PM 4:18
TALLAHASSEE, FLORIDA

IIAC, Inc.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

EFFECTIVE DATE

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is IIAC, Inc.

11-20-96

SECOND: The street address and mailing address of the principal office of the corporation is 4040 Mystic Valley Parkway, Medford, Massachusetts 02155.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 dollars each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

Frederick P. Callori
Lane Altman & Owens LLP
101 Federal Street
Boston, MA 02110

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise

acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or any be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

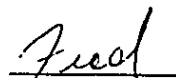
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders of disinterested directors, or otherwise, both as to action in his official capacity as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall begin on November 20, 1996.

Signed on November 20, 1996



Frederick P. Callori
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with

the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Jy S Kehlman, Ass't VP

Date: November 20, 1996

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96 NOV 21 PM 4:18
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TREASURER, FLORIDA