

P99000059981



ACCOUNT NO. : 072100000032

REFERENCE : 295821 4303929

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 78.50

ORDER DATE : July 2, 1999

ORDER TIME : 10:15 AM

ORDER NO. : 295821-005

CUSTOMER NO: 4303929

500002922265--5

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: LINE ONE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

TS 7/2/99

FILED
99 JUL -2 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL -2 PM 1:24

ARTICLES OF INCORPORATION

OF

LINE ONE CORPORATION

ARTICLE I

The name of the corporation is LINE ONE CORPORATION, (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1428 Brickell Avenue, Seventh Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Dade, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -2 PM 1:23

FILED

Andrew Taplin
1428 Brickell Avenue
Seventh Floor
Miami, Florida 33131

Evan B. Phillips
1428 Brickell Avenue
Seventh Floor
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Jason Meek and the address of the Incorporator is 1221 Brickell Avenue, 22nd Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of July, 1999.

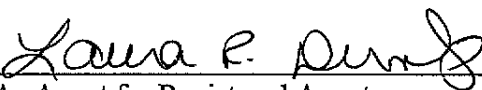


Jason Meek, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of LINE ONE CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



As Agent for Registered Agent
LAURA R. DUNLAP
Dated: July 2, 1999.