

**P 990000063615**  
*Senstate Research*  
 Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Freedom Acquisition Corp  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_ **900002933579--2**  
 (Corporation Name) (Document #) **-07/16/99--01032--023**  
**\*\*\*\*\*78.75 \*\*\*\*\*78.75**

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_  
 Mail out     Will wait     Photocopy     Certified Copy  
 Certificate of Status

99 JUL 16 PM 4:04  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 JUL 16 AM 11:51  
 RECEIVED

*7/16/99*  
*[Signature]*

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
FREEDOM ACQUISITION CORP.**

FILED  
99 JUL 16 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is FREEDOM ACQUISITION CORP., and its address is c/o AGS, 201 S. Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Todd V. Krizelman	c/o AGS, 201 S. Biscayne Blvd. Suite 1600 Miami, Florida 33131

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Alfred G. Smith, II, and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
14th day of July, 1999.


  
\_\_\_\_\_  
Alfred G. Smith, II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V 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 14TH DAY OF JULY, 1999.

CORPORATION COMPANY OF MIAMI

By:   
Lalaine A. Landau, Assistant Secretary  
(Registered Agent)

FILED  
99 JUL 16 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA