



THE UNITED STATES
CORPORATION
COMPANY

P0000020162

00 FEB 18 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 593905 4331939

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : February 18, 2000

ORDER TIME : 12:05 PM

ORDER NO. : 593905-005

CUSTOMER NO: 4331939

CUSTOMER: Judy Bernero, Legal Asst
GREENBERG TRAURIG, P.A.
GREENBERG TRAURIG, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

200003139842--1

DOMESTIC FILING

NAME: *MD.* SCHWEITZER INVESTMENTS, INC.

File 1st Please

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: Erika Carlson

2555-2554
W00-4590

EXAMINER'S INITIALS:

PH 2/25/2000

RECEIVED
00 FEB 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SCHWEITZER INVESTMENTS, INC.
Ref. Number: W00000004590

RESUBMIT
Please give original
information for a 15 day date.

We have received your document for SCHWEITZER INVESTMENTS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00008893

RECEIVED
00 FEB 25 PM 2:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M.P. SCHWEITZER INVESTMENTS, INC.

(a Florida corporation)

FILED
00 FEB 18 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is M.P. SCHWEITZER INVESTMENTS, INC.
(hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is P.O. Box 8552, Coral Springs, Florida 33075.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial director of the Corporation is Peter J. Schweitzer, P.O. Box 8552, Coral Springs, Florida 33075.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2521 North Dixie Highway, Lake Worth, Florida 33460. The name of the initial registered agent of the Corporation at that address is Peter J. Schweitzer.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Peter J. Schweitzer, P.O. Box 8552, Coral Springs, Florida 33075.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

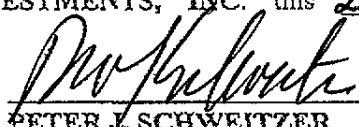
ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of M.P. SCHWEITZER INVESTMENTS, INC. this 23rd day of February, 2000.



PETER J. SCHWEITZER
Incorporator

CONSENT OF REGISTERED AGENT
OF
M.P. SCHWEITZER INVESTMENTS, INC.

The undersigned, PETER J. SCHWEITZER, whose business address is 2521 North Dixie Highway, Lake Worth, Florida 33460, hereby accepts appointment as the initial registered agent of M.P. SCHWEITZER INVESTMENTS, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.


PETER J. SCHWEITZER
Registered Agent

FILED
00 FEB 18 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA