

Document Number Only

00000031518

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

0000003186940--7
-03/28/00--01046--001
*****70.00 *****70.00

CORPORATION(S) NAME

OOTN Acquisition, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

03/28/00

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 28 AM 11:54

RECEIVED

FILED
00 MAR 28 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 SMITH MAR 29 2000

ARTICLES OF INCORPORATION

OF

OOTN Acquisition, Inc.

ARTICLE I

The name of the corporation is OOTN Acquisition, Inc. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2800 Biscayne Boulevard, Eighth Floor, Miami, Florida 33137.

ARTICLE III

This Corporation shall have authority to issue One Thousand (100) 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 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 name and address of the Corporation's initial registered office is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, 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 names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified is:

J. Rod Martin
2800 Biscayne Boulevard, Eighth Floor
Miami, Florida 33137

FILED
00 MAR 28 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Timothy Benjamin
2800 Biscayne Boulevard, Eighth Floor
Miami, Florida 33137

ARTICLE VII

The name of the Incorporator is Michele L. Keusch and the address of the Incorporator is 1221 Brickell Avenue, 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 27th day of March, 2000.



Michele L. Keusch, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

CT CORPORATION SYSTEM

 **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

as Agent for the Registered Agent

Dated: March 28th, 2000

FILED
00 MAR 28 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA