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ACCOUNT NO. : 072100000032

REFERENCE : 846455 167868A

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 78.75

ORDER DATE : September 28, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 846455-005

800003407938--6

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation

One First Union Center, Nc0630
Legal Division - Floor Tw-30
Charlotte, NC 28288-0360

DOMESTIC FILING

NAME: JWG ACQUISITION SUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 3:38

RECEIVED
00 SEP 28 PM 12:12
DIVISION OF CORPORATIONS
JF

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 23 PM 3:38

ARTICLE I NAME

The name of the corporation shall be:

JWG Acquisition Sub, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

301 S. College Street
Charlotte, NC 28288

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To facilitate an acquisition

ARTICLE IV SHARES

The number of shares of stock is:

1,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Keith D. Lembo
301 S. College Street
Charlotte, NC 28288-0630

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL, 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Anthony R. Augliera
301 S. College Street
Charlotte, NC 28288-0630

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By:

Laura R. Augliera

Signature/Registered Agent

9/27/00
Date

Anthony R. Augliera

Signature/Incorporator

9/27/00
Date