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ACCOUNT NO. : 072100000032

REFERENCE : 904454 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizant

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : November 20, 2000

ORDER TIME : 11:45 AM

ORDER NO. : 904454-005

CUSTOMER NO: 4303929

6000003470686--5

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Taurig, P.a.

1221 Brickell Avenue

Miami, FL 33131-3238

DOMESTIC FILING

NAME: STANFORD ACQUISITION
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STANFORD ACQUISITION CORPORATION

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ARTICLE I

The name of the corporation is STANFORD ACQUISITION CORPORATION (hereinafter, the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 201 South Biscayne Blvd., Suite 1200, Miami, Florida 33131 (c/o Yolanda M. Suarez).

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 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 registered agent's office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) 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 one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor(s) is duly elected and qualified, is:

Yolanda M. Suarez
201 South Biscayne Blvd.
Suite 1200
Miami, Florida 33131


ARTICLE VII

The name of the Incorporator is Rafael A. Castro III and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

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

IN WITNESS WHEREOF, the undersigned, as attorney-in-fact of the Corporation, being the Incorporator named above, for the sole purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17th day of November, 2000.



Rafael A. Castro III, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of STANFORD ACQUISITION 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



BRIAN COURTNEY, ASST. V.P.

As Registered Agent for the Corporation
Dated: November 20, 2000