

SEP. -30' 02 (MON) 12:08 BILZIN, SUMBERG, ET. AL

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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FLORIDA PROFIT CORPORATION OR P.A.

S Cubed Holdings GP, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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FILED
2002 SEP 30 AM 8:10
STATE OF FLORIDA
TALLAHASSEE

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**ARTICLES OF INCORPORATION
OF
S CUBED HOLDINGS GP, INC.**

ARTICLE I - NAME

The name of this corporation is S Cubed Holdings GP, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

8151 Peters Road
Suite 3300
Plantation, FL 33324.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

8151 Peters Road
Suite 3300
Plantation, FL 33324;

and the name and address of the initial registered agent of this corporation are:

Richard D. Mondre
8151 Peters Road
Suite 3300
Plantation, FL 33324.

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ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

Stacy Studnik
8151 Peters Road
Suite 3300
Plantation, FL 33324.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Stacy Studnik
8151 Peters Road
Suite 3300
Plantation, FL 33324.

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION


This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 30th day of September, 2002

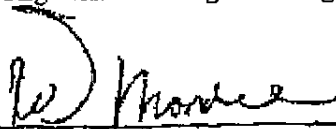


Stacy Studnik, Incorporator

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of September 30 2002.



Richard D. Mondre