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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

MCW ACQUISITION, INC.

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**ARTICLES OF INCORPORATION
OF
MCW ACQUISITION, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is MCW ACQUISITION, INC.

**ARTICLE II
ADDRESS**

The mailing address of the Corporation is:

1900 NW 43 Street
Fort Lauderdale, Florida 33309

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of \$.01 per share.

FAX AUDIT NO.: H02000239850 9

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is BSPA Corporate Services, Inc.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and her successors shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Cindy Raffio	1900 NW 43 Street Fort Lauderdale, Florida 33309

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Robert W. Barron	350 East Las Olas Boulevard, Suite 1000 Fort Lauderdale, Florida 33301

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

FAX AUDIT NO.: H02000239850 9 2

FAX AUDIT NO.: B02000239850 9

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of December, 2002.


ROBERT W. BARRON, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of MCW ACQUISITION, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of MCW ACQUISITION, INC.

BSPA CORPORATE SERVICES, INC.,
Initial Registered Agent

Date: December 20, 2002

By: 
ROBERT W. BARRON, Vice President

FAX AUDIT NO.: B02000239850 9