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From:

Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407)425-8500
Fax Number : (407)244-5288

FLORIDA PROFIT CORPORATION OR P.A.

First Rate Acquisition, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

FROM: HOLLAND AND KNIGHT

FAX NO.: 4872445288

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIRST RATE ACQUISITION, INC.**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

**ARTICLE I
Name**

The name of the Corporation shall be FIRST RATE ACQUISITION, INC.

**ARTICLE II
Principal Office**

The initial principal office of the Corporation is located at 200 S. Orange Avenue, Suite 2600, Orlando, Florida 32801, and its mailing address is the same.

**ARTICLE III
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
Authorized Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$0.01 par value per share.

ARTICLE VI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 200 S. Orange Avenue, Suite 2600, Orlando, Florida 32801. The initial registered agent of the Corporation at the registered office shall be Intrastate Registered Agent Corporation.

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Name
Louis T.M. Conti

Address
Holland & Knight LLP
200 S. Orange Avenue
Suite 2600
Orlando, Florida 32801

Executed this 5th day of February, 2003.

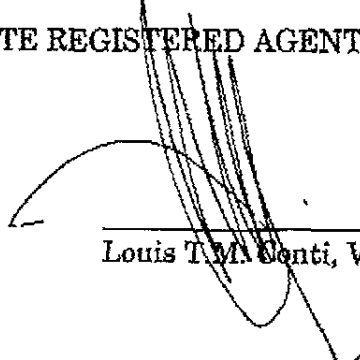


Louis T.M. Conti, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this 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 Registered Agent.

INTRASTATE REGISTERED AGENT CORPORATION



Louis T. M. Conti, Vice PresidentDate: February 5, 2003

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