

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0170
904-222-0191

800-342-8086



ACCOUNT NO. 07210000000000000000

REFERENCE : 585552 869010

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 26, 1995

ORDER TIME : 10:41 AM

ORDER NO. : 585552

CUSTOMER NO: 869010

CUSTOMER: Mr. Jennifer Connor - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

500001465218
-04/26/95--01052--008
****122.50 ****122.50

DOMESTIC FILING

NAME: FWST ACQUISITION CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 APR 26 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR 27 1995

ARTICLES OF INCORPORATION
OF
FWST ACQUISITION CORP.

FILED
95 APR 26 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FWST ACQUISITION CORP.

The principal place of business of this corporation shall
be 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all
lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state, country,
territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to have outstanding at any one time is
1,000,000 shares of common stock having a par value of \$.0001 per
share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of
the corporation shall be 1101 Brickell Avenue, Suite 1400, Miami,

Florida 33131 and the name of the initial registered agent of the corporation at that address is SCOTT L. WARFMAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The names and street addresses of the initial members of the Board of Directors are:

ANDREW PANZO
401 City Avenue
Suite 725
Bala-Cynwyd, PA 19004

CECIL COADY
401 City Avenue
Suite 725
Bala-Cynwyd, PA 19004

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

ANDREW PANZO President
401 City Avenue
Suite 725
Bala-Cynwyd, PA 19004

CECIL COADY Secretary/Treasurer
401 City Avenue
Suite 725
Bala-Cynwyd, PA 19004

ARTICLE VIII. INDEMNIFICATION

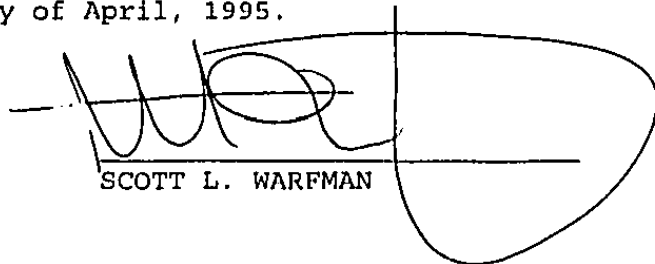
The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

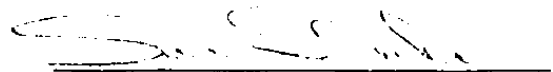
SCOTT L. WARFMAN
1101 Brickell Avenue
Suite 1400
Miami, Florida 33131

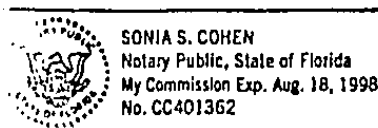
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of April, 1995.


SCOTT L. WARFMAN

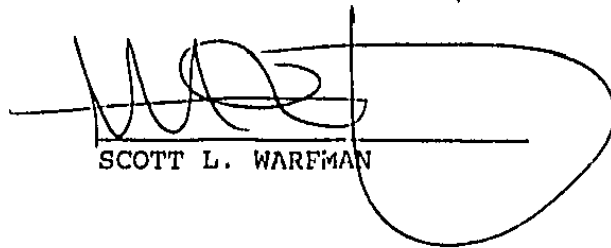
STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of April, 1995 by Leonard H. Bloom, who is personally known to me.


SONIA S. COHEN, Notary Public



The undersigned hereby accepts designation as Resident Agent for the Corporation at the address set forth in Article IV of the Articles of Incorporation pursuant to Section 48.091, Florida Statutes.



SCOTT L. WARFMAN

FILED
95 APR 26 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA