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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
MULTIPLEX WORLDWIDE, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

WICKIE JI WHITFIELD JUL - 6 1995

Examiner's Initials

95 JUL -6 PM 1:01
SECRET
FILED

**ARTICLES OF INCORPORATION
OF
MULTIPLEX WORLDWIDE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MULTIPLEX WORLDWIDE, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2600 Southwest 3 Avenue, Suite 750, Miami, Florida 33129 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	T. Lee Aloisio
Vice-President:	Olay Acebo and Arba McCullough
Secretary:	Matthew Ross
Treasurer:	Aida Chernacov



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

T. Leo Aloisio
Aida Chernacov
Olay Acobo
Arba McCullough

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



343 ALMERIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
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8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

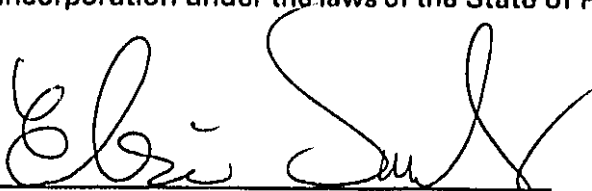
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this 5 July 1995.


Elsie Sanchez, Incorporator

FILED
SECRETARY OF STATE
JUL 11 1995
5:01 PM

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as
AmeriLawyer®, having a business office identical with the registered office of the
Corporation name above, and having been designated as the Registered Agent in the
above and foregoing Articles of Incorporation, is familiar with and accepts the
obligations of the position of Registered Agent under Section 607.0505, Florida
Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Natalia Utrera, Vice President

ARTESINC.BUR



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DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (954) 527-6221

FAX: (954) 764-4996

((H96000010938))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: MULTIPLEX WORLDWIDE, INC.

FAX AUDIT NUMBER: H96000010938

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/07/1996

TIME REQUESTED: 09:41:40

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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96 AUG -7 PM 4:04
TALLAHASSEE, FLORIDA

848 1-7-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1996

MULTIPLEX WORLDWIDE, INC.
2600 SOUTHWEST 3 AVENUE, SUITE 750
MIAMI, FL 33129

SUBJECT: MULTIPLEX WORLDWIDE, INC.
REF: P95000052132

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000010938
Letter Number: 796A00037658

H96000010938

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MULTIPLEX WORLDWIDE, INC.

FILED
96 AUG -7 PM 4:04
TALLAHASSEE, FLORIDA

The Articles of Incorporation of MULTIPLEX WORLDWIDE, INC., a Florida corporation ("Corporation"), filed with the Department of State on July 6, 1995, Charter Number P95000052132, is hereby amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

Old WW, Inc.

The foregoing amendment was adopted by a Joint Corporate Action by the Shareholders constituting a majority of the shares entitled to vote and all the Directors of this Corporation, effective as of August 5, 1996 and the number of votes cast by the shareholders were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being President of this Corporation, has adopted and executed these Articles of Amendment, as of August 5, 1996.

MULTIPLEX WORLDWIDE, INC.

By: T. Lee Aloia

T. Lee Aloia, President

H96000010938

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FTL:166679:1