

REFERENCE : 864745 4303929

AUTHORIZATION :

Patricia Pagit

COST LIMIT: \$ 122.50

ORDER DATE: February 29, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 864745

CUSTOMER NO: 43

4303929

700001728157

CUSTOMER: Sheryl Cohen, Legal Assistant

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME: WATCH STATION, INC.

FILED

6 FEB 29 PH 3: (
ECRETARY OF STATE
LLAHASSEE, FLORID)

EFFECTIVE DATE:

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

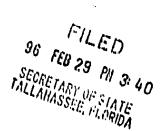
CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: T. BROWN FEB 2 9 1996

ARTICLES OF INCORPORATION

OF

WATCH STATION, INC.



ARTICLE I

The name of the corporation is WATCH STATION, INC. (hereinafter called the "Corporation").

ARTICLE 11

The address of the principal office and the mailing address of the Corporation is 255 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of SharesAuthorized	Par Value <u>Per Share</u>	Class of Stock
1,000	\$.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE Y

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hayes Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Jack B. Chadsey 255 Alhambra Circle Coral Gables, Florida 33134

Larry G. Petersen 255 Alhambra Circle Coral Gables, Florida 33134

George L. Pita 255 Alhambra Circle Coral Gables, Florida 33134

ARTICLE VII

The name of the Incorporator is Sheryl C. Vainstein and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of February, Sheryl C. Vainstein, Incorporator 1996.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

6 TH/CONESIS/427143-1/02/20/26

The undersigned, having been named the Registered Agent of WATCH STATION, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

Registered Agent Karen B. Rozar, it's Agent
Dated: 2/29/96