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PRESTIGE
LEGAL & FINANCIAL SERVICES

96 FEB 28 PM 1:19

VISITING CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 065075 4338768

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizzato

ORDER DATE : February 29, 1996

ORDER TIME : 11:50 AM

ORDER NO. : 065075

CUSTOMER NO: 4338768

500001728445

CUSTOMER: Robert C. White, Esq
KIRKPATRICK & LOCKHART

201 S. Biscayne Blvd.
Miami Center, Suite #2000
Miami, FL 331312305

EFFECTIVE DATE
FEB 28 1996

DOMESTIC FILING

NAME: ORION HOLDINGS INC.

EFFECTIVE DATE: FEB. 28, 1996

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: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN **MAR - 1 1996**

FILED
96 FEB 29 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
FEB 28 1996

FILED
96 FEB 29 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ORION HOLDINGS INC.

The undersigned, acting as incorporator of **ORION HOLDINGS INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **ORION HOLDINGS INC.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual. The Corporation's existence shall commence as of February 28, 1996.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 100 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

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

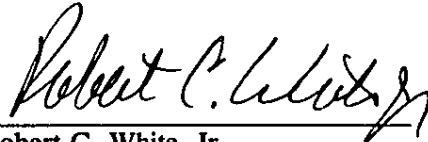
Name

Address

Robert C. White, Jr.

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
Suite 2000
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 1996.



Robert C. White, Jr.,
Incorporator

**CERTIFICATE OF REGISTERED AGENT
OF
ORION HOLDINGS INC.**

FILED
96 FEB 29 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Orion Holdings Inc. at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: February 28, 1996


Robert C. White, Jr.