

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9172 FAX

800-344-8086



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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

19600019265

ACCOUNT NO. 0121000003E

REFERENCE # 866203 5011226

AUTHORIZATION

Patricia T. Pugh

COST LIMIT : \$ 122.50

ORDER DATE : March 1, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 866203

500001729475

CUSTOMER NO: 5011226

CUSTOMER: Patricia Duncan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: LMW OF ORLANDO, INC.

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 MAR - 1 1996

FILED
96 MAR - 1 PM 2:57
RECEIVED
96 MAR - 1 AM 11:11
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LMW OF ORLANDO, INC.

FILED
96 MAR -1 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LMW OF ORLANDO, INC. The mailing address of the corporation shall be 709 Denton Road, Winter Park, Florida 32792.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Byrd F. Marshall, Jr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1).

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Lance Woodworth	709 Denton Road Winter Park, Florida 32792

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Byrd F. Marshall, Jr.	201 East Pine Street, Suite 1200 Orlando, Florida 32801

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1996.

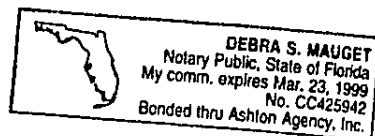

Byrd F. Marshall, Jr.
Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged, before me, on March 1, 1996, by Byrd F. Marshall, Jr. The Incorporator is personally known to me and did not take an oath.


Notary Public

My Commission Expires: 3/23/99



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of LMW of Orlando, Inc., I hereby accept and agree to act in this capacity.


Byrd F. Marshall, Jr.

Apd\lmw-orl.art

FILED
96 MAR -1 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904 222 0171
904 222 0911 FAX

800-142-8086

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 092015 5011226

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 19, 1996

ORDER TIME : 1:38 PM

ORDER NO. : 092015

CUSTOMER NO: 5011226

CUSTOMER: Ms. Melissa L. Fox
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: LMW OF ORLANDO, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

9/20
56 SEP 19 PM 3:45
TALLAHASSEE FLORIDA
SECRETARY OF STATE
Name Change Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LMW OF ORLANDO, INC.

95 SEP 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Lance M. Woodworth, President of LMW of Orlando, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is LMW OF ORLANDO, INC.

ARTICLE SECOND: ARTICLE I of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE I in its entirety and restating it as follows:

"ARTICLE I - NAME

The name of this corporation is LMW INTERNATIONAL, INC. The mailing address of this corporation shall be 709 Denton Road, Winter Park, Florida 32792."

ARTICLE THIRD: ARTICLE IV of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE IV in its entirety and restating it as follows:

"ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation is authorized to issue is One Hundred Thousand (100,000) shares, consisting of Thirty Thousand (30,000) shares of Voting Class A Common Stock, \$0.01 par value (the "Voting Class A"), Sixty Thousand (60,000) shares of Voting Class B Common Stock, \$0.01 par value (the "Voting Class B"), and Ten Thousand (10,000) shares of Non-Voting Preferred Stock, \$0.01 par value (the "Preferred Stock"). The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

Section 1. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. All shares of Preferred Stock shall be of equal rank and shall be identical, except in respect of the matters that may be fixed and determined by the Board of Directors as hereinafter provided; except that the Preferred Stock shall carry no right to vote on any matter presented to the shareholders for their vote or approval, and each share of each series shall be identical with all other shares of such series, except as to the date from which dividends are cumulative (if applicable). The Board of Directors hereby is

authorized to cause such shares to be issued in one or more series and with respect to each such series prior to the issuance thereof to fix and determine the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

A. The number of shares constituting a series, the distinctive designation of a series and the stated value of the series, if different from the par value;

B. Whether the shares of a series are entitled to any fixed or determinable dividends, the dividend rate (if any) on the shares, whether the dividends are cumulative and the relative rights of priority of dividends on shares of that series;

C. Whether a series will have or receive conversion or exchange privileges and the terms and conditions of such conversion or exchange privileges;

D. Whether or not the shares of a series are redeemable and the terms and conditions of such redemption, including, without limitation, the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates on or after which the shares in the series will be redeemable and the amount payable in case of redemption;

E. Whether a series will have a sinking fund for the redemption or purchase of the shares in the series and the terms and the amount of such sinking fund;

F. The right of a series to the benefit of conditions and restrictions on the creation of indebtedness of the Corporation or any subsidiary, on the issuance of any additional capital stock (including additional shares of such series or any other series), on the payment of dividends or the making of other distributions on any outstanding stock of the Corporation and the purchase, redemption or other acquisition by the Corporation, or any subsidiary, of any outstanding stock of the Corporation;

G. The rights of a series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and the relative rights of priority of payment of a series; and

H. Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of such series.

Dividends on outstanding shares of Preferred Stock shall be paid or set apart for payment before any dividends shall be paid or declared or set apart for payment on the Common Stock with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

Section 2. Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Each share of Common Stock shall be equal to every other share of Common Stock, except that:

A. each share of the Voting Class A Common Stock shall be entitled to three votes on any matter presented to the shareholders for their vote or approval (including, without limitation, the right to vote for directors) and as required by applicable law, and

B. each share of the Voting Class B Common Stock shall be entitled to one vote on any matter presented to the shareholders for their vote or approval (including, without limitation, the right to vote for directors) and as required by applicable law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or any shares of Preferred Stock, Common Stock, or other equity securities issued or to be issued by the Company.

Subject to the preferential and other dividend rights applicable to Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution, or winding up of the Corporation, after distribution in full of the preferential and/or other amounts to be distributed to the holders of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them.

Except as otherwise required by applicable law, the holders of shares of the Voting Class A Common Stock shall vote together as one class and the holders of shares of the Voting Class B Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

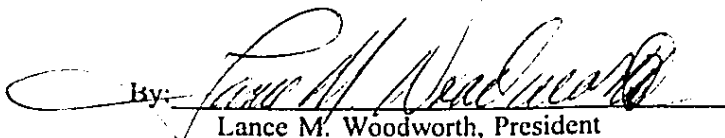
Except as otherwise provided herein, holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of any other class of Common Stock. All dividends and distributions on the Voting Class A Common Stock payable in stock of the Corporation shall be made in shares of Voting Class A Common Stock, and all dividends and distributions on the Voting Class B Common Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Voting Class B Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

The Corporation may make offerings of options, rights or warrants to subscribe for shares of either class of capital stock to all holders of one class of Common Stock if an identical offering is made simultaneously to all the holders of the other class; provided, however, such identical offering shall not be required in the case of offerings of options or other rights granted pursuant to an employee incentive or similar plan that is approved by the Board of Directors of the Corporation. All such offerings of options, rights or warrants shall offer the respective holders of Class A Common Stock and Class B Common Stock the right to subscribe at the same rate per share."

ARTICLE FOURTH: These Articles of Amendment to the Articles of Incorporation shall be effective as of August 27, 1996. The amendments reflected in Article Second and Article Third above were approved by the Board of Directors and the sole shareholder effective as of August 27, 1996.

DATED this 27th day of August, 1996.

LMW OF ORLANDO, INC., a Florida corporation

By: 
Lance M. Woodworth, President