

**H96000043164**

5/20/96 DIVISION OF CORPORATIONS 3:50 PM  
PUBLIC ACCESS SYSTEM  
(((H96000007110))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN  
DEPARTMENT OF STATE 401 OCEAN DR  
STATE OF FLORIDA SUITE 312  
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000  
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ  
FAX: (904) 922-4000 PHONE: (305) 672-0686  
FAX: (305) 672-9110  
(((H96000007110))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: DOW-WARNER INTERNATIONAL GROUP, INC.  
FAX AUDIT NUMBER: H96000007110 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/20/1996 TIME REQUESTED: 15:50:32  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004

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96 MAY 21 PM 12:22  
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**RECEIVED**  
96 MAY 21 PM 12:04  
DIVISION OF CORPORATIONS

**Articles of Incorporation  
of  
Dow-Warner International Group, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 21 PM 12:22

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**Article I. Name**

The name of this Florida corporation is:  
Dow-Warner International Group, Inc.

EFFECTIVE DATE  
5/20/96

**Article II. Address**

The mailing address of the Corporation is:  
Dow-Warner International Group, Inc.  
2801 Ponce de Leon Boulevard, Suite 455  
Coral Gables FL 33134-6917

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-8629  
(305) 872-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

James R. Brennan  
Marie Vacca Brennan

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 20, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on May 20, 1996

Corporate Creations International Inc.

By: Joseph P. Mata  
Joseph P. Mata Vice President

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**

Dow-Warner International Group, Inc.

**REGISTERED AGENT:**

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Corporate Creations Enterprises, Inc.  
Joseph P. Mata, Vice President

Date: 5/20/96

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6/07/96

FLORIDA DIVISION OF CORPORATIONS  
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3:24 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-0000  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0086  
FAX: (305) 672-9110

((H96000008040))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: LOW-WARNER INTERNATIONAL GROUP, INC.  
FAX AUDIT NUMBER: H96000008040  
DATE REQUESTED: 06/07/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 2  
ESTIMATED CHARGE: \$35.00  
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TIME REQUESTED: 15:23:55  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 073171003004

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*Linda*

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96 JUN 10 PM 1:05  
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FILED  
96 JUN 10 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## Articles of Amendment

### Article I. Name

The name of this Florida corporation is Dow-Warner International Group, Inc. (the "Corporation").

### Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the names listed in Article V are deleted in their entirety and replaced with the following names:

James R. Brennan  
Marie Vacca

### Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 10, 1996.

### Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on June 10, 1996.

Dow-Warner International Group, Inc.

By: Joseph P. Math  
Its: Assistant Secretary

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FLORIDA DIVISION OF CORPORATIONS

3:21 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL IN  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-0000

FAX: (904) 922-4000

CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0686  
FAX: (305) 672-9110

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DOCUMENT TYPE: REGISTERED AGENT CHANGE

NAME: DOW-WARNER INTERNATIONAL GROUP, INC.  
FAX AUDIT NUMBER: H96000008039

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/07/1996

TIME REQUESTED: 15:21:39

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

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96 JUN 10 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*C. Carachy*  
*Kinda*

FLORIDA DIVISION OF CORPORATIONS

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**STATEMENT OF CHANGE OF  
REGISTERED AGENT/REGISTERED OFFICE**

1. Name of Corporation: Dow-Warner International Group,  
Inc.

2. Street address of current registered office:

4521 PGA Boulevard  
Palm Beach Gardens, FL 33418

3. Street address of new registered office:

Kimbrell & Hamann  
799 Brickell Plaza, Suite 900  
Miami, FL 33131-2805

4. Name of current registered agent: Corporate Creations  
Enterprises Inc.

5. Name of new registered agent: Bradford A. Thomas

6. The street address of the Corporation's new registered  
office is identical to the street address of the business office  
of its registered agent.

7. The changes set forth in this Statement were authorized

Corporate Creations International Inc.  
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TALLAHASSEE, FLORIDA



JUN 7 1996 FRI 17:03

P. 03

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by resolution duly adopted by the Corporation's Board of Directors or by an officer of the Corporation so authorized by the Board of Directors.

Dow-Warner International  
Group, Inc.

By: Joseph P. Mata  
Joseph P. Mata  
Its: Assistant Secretary

Date: June 7, 1996

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations  
International Inc.

By: Bradford A. Thomas  
Bradford A. Thomas  
Date: June 7, 1996

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Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 572-0666