PUTITION OF COLORATIONS PUBLIC ACCESS SYSTEM (((156000007110))) ELECTRONIC FILTRO COVER UNITE TO DIVIDION OF CORPORATIONS FROM: CORPORATE CHEATIONS INTERNATIONAL IN DEPARTMENT OF STATE 401 OCEAN DR STATE OF PLONIDA 409 EAST CAINES STRUKT SULTE 312 MIAMI HEACH FL 33139-0000 TALLAHABBEE, FL 32399 COMPACT: JOHNNY C RODRIQUEZ FAX: (904) 922-4000 PHONE: (305) 672-0686 FAX: (305) 672-9110 (((H96000007110))) DOCUMENT TYPE: FLORIDA PROTIT 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: PAX ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H96000007110))) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORINA

Articles of Incorporation Dow-Warner International Group, Inc.

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Article I. Name

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

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.

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Corporate Creations International Inc. 401 Ocean Drive • Suite 312 • Door Code #125 Miami Beach FL 33139-6629 (305) 872-0686

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 Vice President

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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ESTIMATED CHARGE: \$35.00

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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.

Its: Assistant Secretary

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FLORIDA DIVISION OF CURPOINTIONS 6/07/96 PUBLIC ACCESS SYSTEM

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PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: REGISTERED AGENT CHANGE TALLAHAUSKI, YL 32399 FAX: (904) 922-4000 (((H96000008039)))

NAME: DOW-WARNER INTERNATIONAL GROUP. INC. PAX AUDIT NUMBER: M9G000008039 CURRENT STATUS: REQUESTED THE REQUESTED: 15:21:39
CERTIFICATE OF STATUS: 0 DATE REQUESTED: 06/07/1996 CERTIFIED COPIES: O NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 073171003004 Note: Please print this Page and use it as a cover sheet when submitting documents to the Division of Corporations, Your document cannot be processed without the information contained on this page, Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H9G000008039)))
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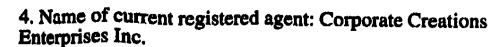
STATEMENT OF CHANGE OF REGISTERED AGENT/REGISTERED OFFICE

- 1. Name of Corporation: Dow-Warner International Group, Inc.
- 2. Street address of current registered office:

4521 PGA Boulevard
Palm Beach Gardens, FL 33418



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



- 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

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Corporate Creations International Inc. 401 Ocean Drive, Suite 312 Maiml Beach, FL 33139 (305) 672-0686

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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.

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 Aric.

Bradford A Thomas