

1201 HAYS STREET
TAMPA, FL 33604-2007
800-343-8086
P96000047665



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 976541 6099A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 5, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 976541

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: TEXTOR SIMS HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

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:

FILED
SECRETARY OF STATE
96 JUN -5 PM 1:23

RECEIVED
96 JUN -5 AM 11:33
DIVISION OF CORPORATE AFFAIRS

af
6/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -5 PM 1:23

ARTICLES OF INCORPORATION
OF
TEXTOR SIMS HOLDINGS, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be TEXTOR SIMS HOLDINGS, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 2176 Regent's Boulevard, West Palm Beach, Florida 33409.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter

conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Four Hundred and Twenty Thousand (420,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are as follows:

John C. Textor

2176 Regent's Boulevard
West Palm Beach, FL 33409

ARTICLE IX

By-Laws

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

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -5 PM 1:23

ARTICLE XI

Incorporator

The name and address of the person signing these Articles are as follows: Paul A. Krasker, 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

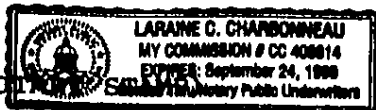
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of June, 1996.

Paul A. Krasker

Paul A. Krasker

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of June, 1996, by Paul A. Krasker, as Incorporator of TEXTOR SIMS HOLDINGS, INC., on behalf of the Corporation, and he is personally known to me or has produced _____ as identification and did take an oath.



Laraine C. Charbonneau
Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number _____
(if any) _____

I hereby accept appointment as Registered Agent of TEXTOR SIMS HOLDINGS, INC. as provided in Article VII, hereof.

Paul A. Krasker

Paul A. Krasker
Registered Agent