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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

9000001920579
-08/19/96--01114--022
*****70.00 *****70.00

CORPORATION(S) NAME

W.C.W Group, Inc.

Profit - Articles

NonProfit

Limited Liability Co.

Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of Name

Certified Copy

Photo Copies

Fictitious Name Filing

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W.P. Verifier

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CR2E031 (1-89)

D. BROWN AUG 13 1996

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
WCW GROUP, INC.

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FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: WCW Group, Inc.

SECOND: The address of the initial principal office and, if different, the mailing address of the corporation is: 800 North Magnolia Avenue, Suite 1701, Orlando, Florida 32803.

THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares Common Stock - \$1.00 Par Value.

FOURTH: Provisions granting preemptive rights are: none.

FIFTH: The street address of the initial registered office of the corporation is 800 North Magnolia Avenue, Suite 1701, Orlando, Florida 32803, and the name of its initial registered agent at such address is James N. Wade.

SIXTH: The number of Directors constituting the initial Board of Directors of the corporation are three (3), and the names and addresses of the persons who are to serve as the initial Board of Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>
James N. Wade	800 North Magnolia Avenue Suite 1701 Orlando, Florida 32803
Maurice Cheeks	1083 South Park Terrace Chicago, Illinois 60605
Rasheed A. Wallace	10923 Golf Course Terrace Mitchellville, Maryland 20721

SEVENTH: No Director of this corporation shall be personally liable to the corporation or to its Shareholders for monetary damages for breach of fiduciary duty other than as expressly provided in Section 607.144 of the Florida General Corporation Act. It is the intention of this Article SEVENTH to

limit the liability of Directors of this corporation to the fullest extent permitted by the General Corporation Act or by any other present or future provision of Florida law.

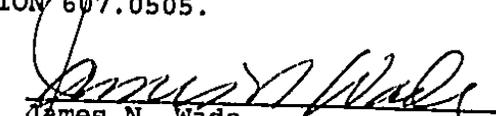
EIGHTH: The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by any present or future provision of Florida law. The corporation shall pay and advance expenses to Directors and Officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Article EIGHTH shall not exclude any other indemnification or other rights to which any party may be entitled in any matter.

NINTH: The name and address of the Sole Incorporator is: Mary L. Nippell, c/o Mesirov Gelman, et als, 1735 Market Street, 38th Floor, Philadelphia, PA 19103.

THE UNDERSIGNED has executed these Articles of Incorporation this 7th day of August, 1996.


Mary L. Nippell
Sole Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED
IN SECTION 607.0501 (3) F.S.: JAMES N. WADE
IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.


James N. Wade
Registered Agent

August 7, 1996

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