

1201 BAYS STREET  
TAMPA, FL 33604  
904-222-0100  
904-222-0101 FAX  
000342-8086  
P96000067708



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96 AUG 14 PM 1:15  
0730000005 CORPORATION  
0730000005

PRINCIPAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0730000005  
REFERENCE : 053371 4330594

AUTHORIZATION : Patricia Pizich

COST LIMIT : \$ 122.50

ORDER DATE : August 14, 1996

ORDER TIME : 11:56 AM

ORDER NO. : 053371

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant  
ADORNO & ZEDER, P.A.

Suite 1600  
2601 South Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: ECOS CAPITAL GROUP, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

96 AUG 14 PM 2:45  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JF 8/14/96

ARTICLES OF INCORPORATION  
OF  
ECOS Capital Group, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is ECOS Capital Group, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

Ninety-Nine Southeast Fifth Street  
Fourth Floor  
Miami, Florida 33131

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 13, 1996.

A Z REGISTERED AGENT CORPORATION,  
Incorporator

By: Justin T. Wilson  
Justin T. Wilson,  
Secretary and Treasurer

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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STATE  
CORPORATIONS  
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1. The name of the Corporation is:  
ECOS Capital Group, Inc.
2. The name and address of the Registered Agent and the  
Registered Office is:

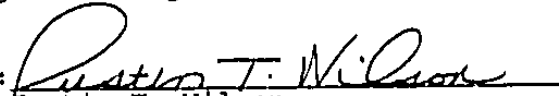
A Z Registered Agent Corporation  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of ECOS Capital Group, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: August 13, 1996

A Z REGISTERED AGENT CORPORATION,  
Registered Agent

By:

  
Justin T. Wilson,  
Secretary and Treasurer