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PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198709 4306424

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 198709-005

EFFECTIVE DATE

1-1-97

300002036053--0

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
96 DEC 23 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ASGSUB 1, INC.

EFFECTIVE DATE: 1-1-97

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: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
96 DEC 23 PM 12:11
DIVISION OF CORPORATION

Kf
12-23-96

EFFECTIVE DATE

1-1-97

**ARTICLES OF INCORPORATION
OF
ASGSUB 1, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ASGSUB 1, Inc. (hereinafter called the "Corporation").

ARTICLE II - CORPORATE EXISTENCE

This Corporation's existence shall become effective as of January 1, 1997.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 4100, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Ricardo J. Dopico, Esq..

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is:

105 Westpark Drive, Suite 300
Brentwood, Tennessee 30339

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than or . The name and addresses of the initial directors of the Corporation are:

Scott L. Mercy
105 Westpark Drive, Suite 300
Brentwood, Tennessee 30339

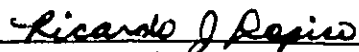
Michael Catalano
105 Westpark Drive, Suite 300
Brentwood, Tennessee 30339

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ricardo J. Dopico, Esq.
200 South Biscayne Blvd.
Suite 4100
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of December, 1996.



Ricardo J. Dopico, Incorporator

WITNESSETH:

That, ASGSUB I, Inc., desiring to organize under the laws of the State of Florida, has named Ricardo J. Dopico, Esq., 200 South Biscayne Boulevard, Suite 4100, Miami, Florida 33131, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: This 20th day of December, 1996

Ricardo J. Dopico
Ricardo J. Dopico, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA