1201 HAYS STREET TALLAHASSEE, FL 32301-2607

800-342-8086

networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE :

198709

4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: December 23, 1996

ORDER TIME : 10:18 AM

SEFECTIVE MATE

ORDER NO. : 198709-010

CUSTOMER NO:

4306424

CUSTOMER: Ms. Kathy Gonsalves STEEL HECTOR & DAVIS

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

:E H3

100002036051--6

DOMESTIC FILING

NAME:

ASGSUB 2, INC.

EFFECTIVE DATE: 1-1-97

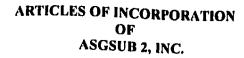
XX ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:





ESFECTIVE BAIL

ARTICLE 1 - NAME

The name of the corporation is ASGSUB 2, 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 VIL- 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 one. 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 2, 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, Esq.

Registered Agent

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