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TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171  
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P96000103047

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198709 4306424

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1996

ORDER TIME : 10:18 AM

EFFECTIVE DATE

ORDER NO. : 198709-010

*1-1-97*

CUSTOMER NO: 4306424

100002036051--6

CUSTOMER: Ms. Kathy Gonsalves  
STEEL HECTOR & DAVIS

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

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:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED  
96 DEC 23 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 23 PM 4:11  
BUREAU OF CORPORATIONS

KR  
12.23.96

EFFECTIVE DATE

1-1-97

ARTICLES OF INCORPORATION  
OF  
ASGSUB 2, INC.

FILED  
96 DEC 23 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - 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 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 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*  
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*  
Ricardo J. Dopico, Esq.  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA