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196000103910

**CSC networks**

PRESTICE HALL  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 203740 4331939

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyzdek*

ORDER DATE : December 27, 1996

ORDER TIME : 2:43 PM

ORDER NO. : 203740-005

CUSTOMER NO: 4331939

1100012040590--8

CUSTOMER: Diane Wolf, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P.A.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CLA, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 DEC 27 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KR*  
*12-30-96*

ARTICLES OF INCORPORATION  
OF  
CLA, INC.

(a Florida corporation)

FILED  
96 DEC 27 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is CLA, INC. (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 4850 Prospect West Road, Fort Lauderdale, Florida 33309.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

Paul R. Lehrer  
4850 West Prospect Road  
Fort Lauderdale, Florida 33309

Michael M. Adler  
1400 N.W. 107th Avenue, 5th Floor  
Miami, Florida 33172

#### **ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 4850 Prospect West Road, Fort Lauderdale, Florida 33309. The name of the initial registered agent of the Corporation at that address is Paul R. Lehrer.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Keith Wasserstrom, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

#### **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

**ARTICLE X - AMENDMENT**

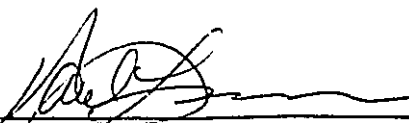
These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation of CLA, INC. this 26th day of December, 1996.

  
\_\_\_\_\_  
**KEITH WASSERSTROM**  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
CLA, INC.**

The undersigned, PAUL R. LEHRER, whose business address is 4850 Prospect West Road, Fort Lauderdale, Florida 33309, hereby accepts appointment as the initial registered agent of CLA, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
**PAUL R. LEHRER**  
Registered Agent

FILED  
96 DEC 27 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GREENBERG  
ATTORNEYS AT LAW  
TRAUBIG

P96000103910

Keith Wasserstrom  
(954) 768-8281

January 7, 1997

FEDERAL EXPRESS

Florida Department of State  
Division of Corporations - New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: CLA, Inc. (the "Corporation")  
Document No. P96000103910

Dear Sir/Madam:

On behalf of CLA, Inc., a newly formed Florida corporation, the undersigned incorporator wishes to advise of the following correction to the Corporation's Articles of Incorporation filed with the Division of Corporations on December 27, 1996.

Articles III and V of the Corporation's Articles of Incorporation incorrectly state the Corporation's mailing address as: "4850 Prospect West Road." The address should read instead as: "4850 West Prospect Road." The remainder of the address: "Fort Lauderdale, Florida 33309" is correct.

Thank you for your prompt attention to this matter. Should you have any questions pertaining to this matter, I can be reached on behalf of the Corporation at the phone number and address indicated on this letterhead.

Kindly acknowledge receipt of this notice by stamping the enclosed duplicate copy of this letter and returning it in the stamped self-addressed envelope provided.

Very truly yours,

*Keith Wasserstrom*  
Keith Wasserstrom

KW/dw

*Dmc*  
*1-8-97*

1-8-97 14:44Z 01-07-97

GREENBERG TRAUBIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.  
POST OFFICE BOX 14036 FORT LAUDERDALE, FLORIDA 33302  
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FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO