

Sent by: STEARNS WEAVER

305-789-3395;

03/13/97 1:14 PM; JotFax #720 Page 1

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3/13/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: STEARNS WEAVER MILLER, ET AL.
CONTACT: BARBARA A BEALL
PHONE: (305)789-3200

ACCT#: 076077002504

FAX #: (305)789-3395

NAME: CAL ACQUISITION CORPORATION

AUDIT NUMBER.....H97000004299

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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ENTER SELECTION AND <CR>:

12:04 pm

Thursday March 13, 1997

NUM

Attention: Terri or Dana

Please return the certified copy to me via fax at (305)789-3395. If you have
any questions please call me at (305)789-3545.

Thank you for your cooperation in expediting this filing.

Very truly yours,

Marcia K. Cox

Marcia K. Cox
Legal Assistant

cc: Geoffrey MacDonald, Esq.

RECEIVED

97 MAR 13 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 13 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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mc 3/14/97

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ARTICLES OF INCORPORATION
OF
CAL ACQUISITION CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is "CAL ACQUISITION CORPORATION" (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation are each 9300 Northwest 36th Street, Miami, Florida 33178.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$0.0001 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is Museum Tower, Suite 2200, 150 West Flagler Street, Miami, Florida 33160; and the name of the initial registered agent of the Corporation at that address is Geoffrey MacDonald.

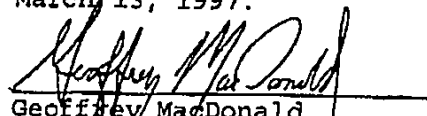
ARTICLE V - INCORPORATOR

The name and address of the person filing these Articles of Incorporation are Geoffrey MacDonald, Museum Tower, Suite 2200, 150 West Flagler Street, Miami, Florida 33160.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence now or permitted hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on March 13, 1997.


Geoffrey MacDonald
Incorporator

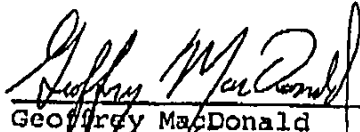
Prepared by: Marcia K. Cox, Legal Assistant
Stearns Weaver Miller et al
150 W. Flagler St., Suite 2200
Miami, FL 33130
(305)789-3200

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations of Section 607.0501 et seq. of the Florida Statutes.


Geoffrey MacDonald
Incorporator

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TALLAHASSEE, FLORIDA

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