

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

P97000026235

March 13, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: CAPITAL COMMANDER CORPORATION
P33134C/CAYER

500002117175--1
-03/18/97-01146-006
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for CAPITAL COMMANDER CORPORATION

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas

Regina Cephas
Vice President

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 18 AM 10:52

3/25/97

ARTICLES OF INCORPORATION
OF
CAPITAL COMMANDER CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 18 AM 10:52

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

FIRST: The name of the corporation will be CAPITAL COMMANDER CORPORATION.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 147 Alhambra Circle, Suite. 100, Coral Gables, FL 33134.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 share(s) at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are elected are as follows:

Wendy Yerkes 147 Alhambra Circle, Suite 100, Coral Gables, FL 33134.

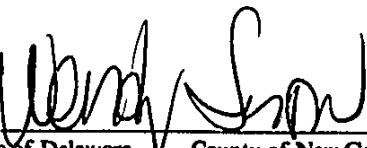
SEVENTH: The duration of this corporation is perpetual.

EIGHT: This is a Close Corporation.

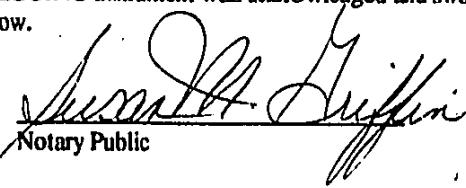
NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market Street Wilmington, DE 19801.

I/We, the undersigned, being the incorporator(s) of the corporation identified above, declare that I/we have examined the foregoing this 11th day of March, 1997.


State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of March, 1997 by
Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Wendy Snow, 1313 Market Street,
Wilmington, DE 19801 (302) 575-0440.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 18 AM 10:52

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this CAPITAL COMMANDER CORPORATION

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Coral Gables, State of Florida, has named Larry Wolfe located at 200-A John Knox Rd., Tallahassee, FL 32303

as its agent for service of process within Florida.

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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



March 13, 1997

Date