

JUL-10-97

GREENBERG TRAUIG

855-6222

1-084 P.O. 804

Job-081

997000060163

7/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:47 PM

((H97000011301 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)

ACCT#: 075201001473

CONTACT: JUDITH EQU3L3 OR BARBARA SPRINGTHORPE
PHONE: (561) 650-7903

FAX #: (561) 655-6222

NAME: EWZ ACQUISITION CORPORATION

AUDIT NUMBER.....H97000011301

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
COMPSERV.ASK | ANSI

| FDX | 9600 E71 | LOG CLOSED | PRT OFF | ANY_PORT

4

RECEIVED
FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 JUL 10 PM 2:32

FILED

BM 7/10/97

H97000011301

ARTICLES OF INCORPORATION
OF
EWZ ACQUISITION CORPORATION

ARTICLE I - NAME

The name of this corporation is EWZ ACQUISITION CORPORATION (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Greenberg Traurig
777 South Flagler Drive
Suite 310 East Tower
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue ten thousand shares of no par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

Allan Salovin
Greenberg Traurig
777 S. Flagler Dr. #310E
West Palm Beach, FL 33401
(561) 650-7916
FL Bar # 234966

H97000011301

FILED
97 JUL 10 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000011301

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 310 East Tower
West Palm Beach, FL 3341

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Allan Salovin
Greenberg, Traurig
777 South Flagler Drive
Suite 310 East Tower
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of July, 1997.



Allan Salovin, Incorporator

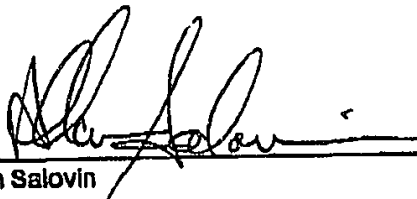
H97000011301

H97000011301

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 10th day of July, 1997.


Allan Salovin

97 JUL 10 PM 2:32
TALLAHASSEE, FLORIDA

H97000011301