



THE UNITED STATES
CORPORATION
COMPANY

P97000064714

ACCOUNT NO. : 072100000032

REFERENCE : 475037 4320758

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Poynt

ORDER DATE : July 25, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 475037-005

CUSTOMER NO: 4320758

CUSTOMER: Ms. Deborah Davison
GLASS MCCULLOUGH SHERRILL &
HARROLD
1409 Peachtree St., N.e.

Atlanta, GA 30309

700002248247--8

DOMESTIC FILING

NAME: TWCC OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

97 JUL 25 PM 2:49
DIVISION OF CORPORATION

SN JUL 28 1997

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**ARTICLES OF INCORPORATION
OF
TWCC OF FLORIDA, INC.**

FILED
97 JUL 25 AM 8:31

TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation shall be: TWCC OF FLORIDA, INC. (the "Corporation")

Article II

The principal place of business and mailing address of the Corporation shall be 1900 Emery Street, N.W., Suite 300, Atlanta, Georgia 30318.

Article III

The number of shares that the Corporation is authorized to issue is 100 shares of common stock, all of which are of a par value of \$0.01 each and are of the same class.

Article IV

The street address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

Article V

The duration of the Corporation shall be perpetual.

Article VI

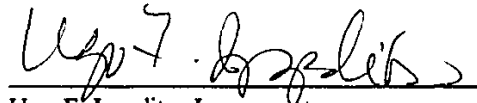
The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article VII

The name and address of the incorporator is as follows:

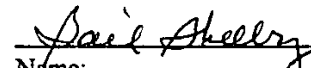
Ugo F. Ippolito
1409 Peachtree Street, N.E.
Atlanta, Georgia 30309

The undersigned incorporator has executed these Articles of Incorporation this 24th day of July, 1997.


Ugo F. Ippolito, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: _____

1997 JUL 25 AM 8:31
TALLAHASSEE, FLORIDA