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THE UNITED STATES  
CORPORATION  
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ACCOUNT NO. 072100000032

REFERENCE 565508 4369500

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 122.50

ORDER DATE : October 15, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 565508-005

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CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant  
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

DOMESTIC FILING

NAME: MID-EAST CONSULTING AND  
MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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

FILED  
97 OCT 15 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN OCT 15 1997

EFFECTIVE DATE  
10/13/97

ARTICLES OF INCORPORATION  
OF

MID-EAST CONSULTING AND MARKETING, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

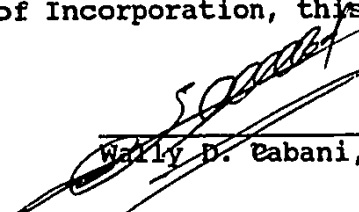
- FIRST:** The name of the corporation is: MID-EAST CONSULTING AND MARKETING, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 7509 Pinemount Drive, Orlando, Florida 32819.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 1201 Hays Street, Tallahassee, Florida 32301; and the registered agent at that address is CORPORATION SERVICE COMPANY.
- FIFTH:** The name and address of the incorporator of the Corporation is Wally D. Cabani, 4709 Pinemount Drive, Orlando, Florida 32819.
- SIXTH:** The Corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).
- SEVENTH:** The name and address of the initial director who shall hold office for the first year of existence of the Corporation or until the earlier of his resignation or removal is Wally D. Cabani, 4709 Pinemount Drive, Orlando, Florida 32819.

**EIGHTH:** The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

**NINTH:** The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

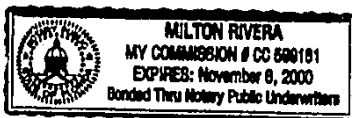
**TENTH:** The corporate existence of the Corporation shall commence on October 13, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 9<sup>th</sup> day of October, 1997.

  
Wally D. Cabani, Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF Orange    )

Sworn to and subscribed before me this 9<sup>th</sup> day of October, 1997 by Wally D. Cabani, who is personally known to me or produced F.D.C. 150.884-50-186 as identification.



  
Notary Public, State of Florida  
My Commission Expires:

**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 607.0505 of the Florida Business Corporation Act.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Karen B. Rozar, As Its Agent

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