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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 568744 4814233

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 17, 1997

ORDER TIME : 11:21 AM

ORDER NO. : 568744-005

CUSTOMER NO: 4814233

LUUUU2323296--4

CUSTOMER: Ms. Linda Filer
MORRIS MANNING & MARTIN

1600 Atlanta Financial Center
3343 Peachtree Road, N. E.
Atlanta, GA 30326

DOMESTIC FILING

NAME: CCI ACQUISITION, 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: Deborah Schroder

EXAMINER'S INITIALS: _____

STATE
TALLAHASSEE, FLORIDA

97 OCT 17 PM 1:25

FILED

SN OCT 17 1997

EFFECTIVE DATE
10/16/97

ARTICLES OF INCORPORATION

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is CCI Acquisition, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 2970 Clairmont Road, Suite 950, Atlanta, Georgia 30329.

THIRD: The number of shares that the Corporation is authorized to issue is one million (1,000,000), all of which are of a par value of \$.01 each and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the Incorporator are:

Leah S. Aldridge, Esq.
MORRIS, MANNING & MARTIN, L.L.P.
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326

SIXTH: The purpose for which the Corporation is organized shall be to engage in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Florida, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: 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.

EIGHTH: Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one (1) or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

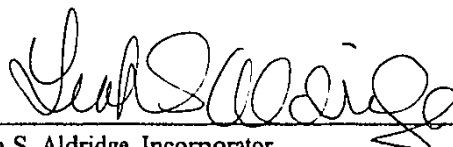
NINTH: The initial Board of Directors shall consist of two (2) members who shall be as follows:

Frederick L. Fine
James K. Price

TENTH: The duration of the corporation shall be perpetual.

ELEVENTH: The corporate existence of the Corporation shall begin on the 16th day of October, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16th day of October, 1997.



Leah S. Aldridge, 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: 

Date: _____

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OCT 17 PM 1:26
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