

P97000095797
WHITE & CASE

UNITED STATES
LOS ANGELES
MIAMI
NEW YORK
WASHINGTON, D.C.

EUROPE
BRUSSELS
BUDAPEST
HELSINKI
ISTANBUL
LONDON
MOSCOW
PARIS
PRAGUE
STOCKHOLM
WARSAW

AFRICA
JOHANNESBURG

FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2352

TELEPHONE: (1 - 305) 371-2700

FACSIMILE: (1 - 305) 358-5744

DIRECT DIAL: (305) 995-5292

ASIA
ALMATY
ANKARA
BANGKOK
BOMBAY
HANOI
HONG KONG
JAKARTA
SINGAPORE
TASHKENT
TOKYO

MIDDLE EAST
JEDDAH
RIYADH

LATIN AMERICA
MEXICO CITY

October 31, 1997

Secretary of State, Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002341498--2
-11/07/97--01055--023
****122.50 ****122.50

Attn: New Filings

Dear Sir/Madam:

Enclosed are the original fully executed Articles of Incorporation for TLW Consulting, Inc., together with a check in the amount of \$122.50 payable to the Secretary of State representing the filing fees and fees for a certified copy. Please return a certified copy of the filed articles in the enclosed self addressed stamped envelope.

Sincerely,

Cynthia A. McDaniel
Cynthia A. McDaniel
Legal Assistant

CAM:cam

FILED
97 NOV -7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 11-10-97

**ARTICLES OF INCORPORATION
OF
TLW CONSULTING, INC.**

FILED
97 NOV -7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation is TLW Consulting, Inc.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is One Southeast 3rd Avenue, 28th Floor, Miami, Florida 33131

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is One Southeast 3rd Avenue, 28th Floor, Miami, Florida, 33131. The name of the corporation's initial registered agent at that office is Christine L. Welstead.

ARTICLE V

INCORPORATOR

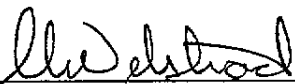
The name and street address of the incorporator of the corporation is Christine L. Welstead, One Southeast 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of October, 1997.



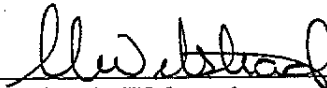
Christine L. Welstead, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of TLW Consulting, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

30th IN WITNESS WHEREOF, the undersigned has executed this Certificate this day of October, 1997.



Christine L. Welstead

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -7 AM 9:11

FILED