



ACCOUNT NO. : 072100000032

REFERENCE : 598039 4337904

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : November 12, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 598039-005

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

100002344591--8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 1:15

DOMESTIC FILING

NAME: VWS GROUP, 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: Christopher Smith

EXAMINER'S INITIALS:

CP
11/12/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 11:27

EFFECTIVE DATE

11/16/97

ARTICLES OF INCORPORATION
OF
VWS GROUP, INC.

RECEIVED
SECRETARY OF STATE
CORPORATIONS
97 NOV 12 PM 1:15

ARTICLE I
Name

The name of the corporation is VWS GROUP, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 6th day of NOVEMBER, 1997.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE VI
Initial Board of Directors


This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than ONE (1). The name and address of the initial directors of this corporation are: VIRGINIA W. SKAKEL, 1525 Northview Drive, Sunset Island 1, Miami Beach, Florida 33140 and VIRGINIA O'NEIL, 1525 Northview Drive, Sunset Island 1, Miami Beach, Florida 33140.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Nicholas M. Daniels, Esq., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131 .

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of NOVEMBER, 1997.

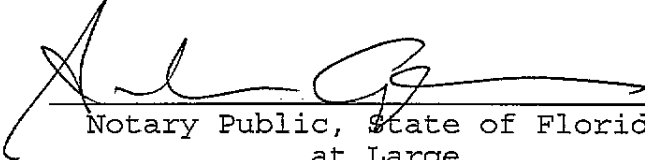

NICHOLAS M. DANIELS, Incorporator

STATE OF FLORIDA:

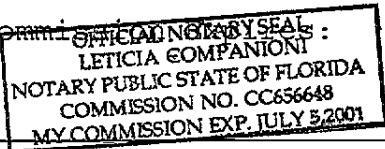
SS:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 6th day of November, 1997, by NICHOLAS M. DANIELS, ESQ., who is personally known to me ~~or who has produced~~ _____ as ~~identification~~.


Notary Public, State of Florida
at Large

Leticia Companion
Type/Print/or Stamp Name of Notary

My Comm. Expires: _____


FILED
SECRETARY OF STATE
CORPORATIONS
97 NOV 12 PM 1:15

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

VWS GROUP, INC.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Act:

First--that VWS GROUP, INC., desiring to organize under the
laws of the State of Florida with its principal office at: c/o
Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd
Avenue, Suite 2400, Miami, Florida 33131, has named Nicholas M.
Daniels, Esq., located at SunTrust International Center, One S.E.
3rd Avenue, Suite 2400, Miami, Florida 33131, as its agent to
accept service of process within this state.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


NICHOLAS M. DANIELS