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DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

GEORGE BEFELER

VIA FEDERAL EXPRESS

March 24, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-03/26/98-01099-011
****122.50 ****122.50

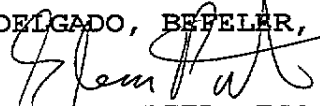
RE: ANDREW EQUITIES, INC.; OUR FILE NO. 21343.504

Dear Sir/Madam:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named corporation and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.


GLENN PORTER, ESQ.

Enclosures

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FILED
98 MAR 26 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 3/30/98

ARTICLES OF INCORPORATION

OF

ANDREW EQUITIES, INC.

FILED

98 MAR 26 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is ANDREW EQUITIES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors is elected and qualified is:

Harvey Taylor
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

SEVENTH: The name and address of the incorporator is:

George Befeler, Esq.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office are:

George Befeler, Esq.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

NINTH: The principal office of the corporation is:

100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

DATED: March 24, 1998



GEORGE BEFELER, ESQ.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

GEORGE BEFELER, ESQ.
Initial Registered Agent

STATE OF FLORIDA))
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 29
day of March, 1998, by **GEORGE BEFELER, ESQ.** who did take an oath
and who is personally known to me. 1

NOTARY PUBLIC, State of
Florida at Large

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA