

P98000029468



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 762236 4369500

AUTHORIZATION :

COST LIMIT :

Patricia Puyot

ORDER DATE : March 31, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 762236-005

CUSTOMER NO: 4369500

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 12:19

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DOMESTIC FILING

NAME: MBO 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: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAR 31 PM 11:24
DIVISION OF INCORPORATION

ARTICLES OF INCORPORATION

OF

MBO ACQUISITION, INC.

FILED
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DIVISION OF CORPORATIONS
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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: MBO ACQUISITION, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- 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: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431; and the registered agent at that address is David Peck.
- FIFTH:** The name and address of the incorporator of the Corporation is: David Peck, 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- SIXTH:** The Corporation shall have two (2) directors 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 names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

DAVID PECK	2255 Glades Road Suite 416-A Boca Raton, Florida 33431
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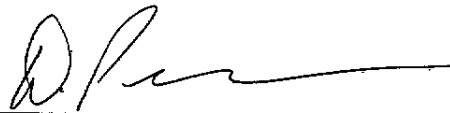
DARYL P. JOHNSON	2255 Glades Road Suite 416-A Boca Raton, Florida 33431
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EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

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 March 31, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27th day of March, 1998.



David Peck, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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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.


David Peck