P98000051628

06/09/98 TUE 15:50 FAX 9043598700 FOLEY&LARDNER 001

16/09/98 FLORIDA DIVISION OF CORPORATIONS 2:07 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01
CORPORATE NAME: 3G NEWCO, INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (904)359-8700
MAILING NAME/ADDRESS: FOLEY & LARDNER
200 LAURA ST
JACKSONVILLE FL 32202- US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: $122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND <CRFLORIDA DIVISION OF CORPORATIONS 2:07 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H98000010730 3)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: FOLEY & LARDNER ACCT#: 072720000061
CONTACT: KAREN PETERSON
PHONE: (904)359-2000 FAX #: (904)359-8700

NAME: 3G NEWCO, INC.
AUDIT NUMBER......H98000010730
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES....... 4
CERT. COPIES......1 DEL.METHOD.. FAX
EST.CHARGE.. $122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
98 JUN -9 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/10/98

Fax Audit No. H98000010730

FILED
'98 JUN -9 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

3G NEWCO, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is 3G NEWCO, INC. The address of the principal office of the Corporation is One Independent Drive, Suite 2909, Jacksonville, Florida 32202.

ARTICLE TWO

The address of the Corporation's initial registered office in this state is 200 Laura Street, Jacksonville, Florida 32202, and the name of the Corporation's initial registered agent at that address is F&L Corp.

ARTICLE THREE

A. The aggregate number of shares of all classes of stock which the corporation shall have authority to issue is 1,010,000 shares consisting of (a) 1,000,000 shares of preferred stock having a par value of $.01 per share (the "Preferred Stock"); and (b) 10,000 shares of Common Stock having a par value of $10 per share (the "Common Stock").

B. The Board of Directors is hereby expressly authorized by resolution or resolutions from time to time adopted, to provide, out of the unissued shares of Preferred Stock, for the issuance of serial Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations, preferences, and relative, participating, optional or other special rights of the shares of each such series, and the qualifications, limitations or restrictions thereon, including but not limited to, determination of any of the following:

1. the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;

2. whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be full or limited;

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000
Fax Audit Number: H98000010730

3. the dividends, if any, payable on such series and at what rates, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the reference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;

4. whether the shares of such series shall be subject to redemption by the corporation, and, if so, prices and other terms and conditions of such redemption;

5. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the corporation;

6. whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and other terms and provisions relative to the operation thereof;

7. whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other class or classes of securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

8. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the taking of other distributions on, and upon the purchase, redemption or other acquisition by the corporation of, the Common Stock or shares of stock of any other class or any other series of this class;

9. the conditions or restrictions, if any, upon the creation of indebtedness of the corporation or upon the issue of any additional stock, including additional shares of such series or any other series of this class or of another class; and

10. any other powers, preferences and relative, participating, optional and other special rights and any qualifications, limitations and restrictions thereof.

C. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the date from which dividends thereof shall be cumulative. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing series by a resolution adding to such series authorized and unissued shares of the Preferred Stock not designated for any other series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE FOUR

A. No holder of shares of any class of stock authorized or issued pursuant to these Articles, has any preemptive or preferential right of subscription to any shares of any class of stock, either now or hereafter authorized, or to any obligations convertible into stock of any class of this Corporation, issued or sold, if other than such rights, if any, as the Board of Directors in its discretion may from time to time grant, and at the prices as the Board of Directors may from time to time fix pursuant to the authority conferred by these Articles.

B. Cumulative voting is not allowed.

C. The provisions of §607.0902 of The Florida Business Corporation Act do not apply to control share acquisitions of shares of the Corporation.

ARTICLE FIVE

The Incorporator's name and address is Miriam K. Greenhut, 200 Laura Street, Jacksonville, Florida 32202.

ARTICLE SIX

A. The number of directors to constitute the Board of Directors is five (5). The number of directors may be fixed as provided in the Bylaws and any change in the number of directors must be reported to the Florida Secretary of State within 30 calendar days of the change.

B. The Corporation's Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority vote of the entire Board of Directors, at any meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws is contained in the meeting notice.

ARTICLE SEVEN

The Corporation has perpetual duration.

ARTICLE EIGHT

The Corporation may engage in any lawful act or activity for which corporations may be organized under The Florida Business Corporation Act.

ARTICLE NINE

A. A director of the Corporation is not personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for the liability as is expressly not subject to limitation under The Florida Business Corporation Act, as may hereafter be amended to further limit or eliminate such liability.

B. The Corporation must, to the fullest extent permitted by law, indemnify all officers and directors of the Corporation, and may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the Board of Directors, indemnify and advance expenses to all other persons whom it has the power to indemnify, from and against all expenses, liabilities or other matters arising out of their status as such or their acts, omissions or services rendered in such capacities.

C. The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 9, 1998.

Miriam K. Greenhut

Miriam K. Greenhut, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By William D. King

William D. King, Authorized Signatory

Date: 6/9/98

FILED
98 JUN -9 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA