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NAME: BROADWAY NATIONAL OF AMERICA, INC.  
 AUDIT NUMBER.....H98000011307  
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 18, 1998

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SUBJECT: BROADWAY NATIONAL OF AMERICA, INC.  
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ARTICLES OF INCORPORATION  
OF  
BROADWAY NATIONAL OF AMERICA, INC.

98 JUN 18 AM 10:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

- FIRST: The name of the Corporation is Broadway National of America, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Broad and Cassel, Broward Financial Centre, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock of \$.01 par value per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: William C. Phillippi, Broad and Cassel, Broward Financial Centre, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation expressly elects not to be governed by either Section 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of June, 1998.

William C. Phillippi  
WILLIAM C. PHILLIPPI, Incorporator

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PREPARED BY:  
William C. Phillippi, P.A.  
Florida Bar No.: 190129  
Broad and Cassel  
Broward Financial Centre  
500 East Broward Boulevard, Suite 1120

(954) 764-7060

ACCEPTANCE OF APPOINTMENT

H98000011307

OF

REGISTERED AGENT

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.

B & C CORPORATE SERVICES, INC.

By: William C. Phillippi  
WILLIAM C. PHILLIPPI, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PREPARED BY:  
William C. Phillippi, P.A.  
Florida Bar No.: 190129  
Broad and Cassel  
Broward Financial Centre  
500 East Broward Boulevard, Suite 1120  
Fort Lauderdale, Florida 33304