



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 896887 160905A

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 122.50

ORDER DATE : July 20, 1998

ORDER TIME : 2:18 PM

ORDER NO. : 896887-005

CUSTOMER NO: 160905A

CUSTOMER: Sonia Cohen, Legal Asst
SHAPO FREEDMAN & BLOOM, P.A.

Suite 4750
200 South Biscayne Boulevard
Miami, FL 33131

700002593307--1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 9:40

DOMESTIC FILING

NAME: BAND ACQUISITION CORP.

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: Tamara Odom

EXAMINER'S INITIALS:

98 JUL 20 PM 4:35
DIVISION OF CORPORATIONS
[Signature] 7/21/98

EFFECTIVE DATE

7/17/98

FILED
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DIVISION OF CORPORATIONS
98 JUL 20 AM 9:40

ARTICLES OF INCORPORATION
OF
BAND ACQUISITION CORP.

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

ARTICLE I

The name of the corporation is:

BAND ACQUISITION CORP.

The principal place of business of this corporation shall be 940 Escobar Avenue, Coral Gables, Florida 33134.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the

Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent is 200 South Biscayne Boulevard, 4750 First Union Financial Center, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is **South Florida Resident Agents, Inc.**

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the by-laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The initial director who shall hold office until the first annual meeting of the shareholders or until his successor(s) shall be duly elected or appointed and qualified is:.

Robert E. Band
940 Escobar Avenue
Coral Gables, Florida 33134

ARTICLE VIII

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Robert E. Band	President/Secretary
940 Escobar Avenue	
Coral Gables, Florida 33134	

ARTICLE IX

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE X

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE XI

The name and street address of the incorporator signing these articles is:

South Florida Resident Agents, Inc.,
200 South Biscayne Boulevard
4750 First Union Financial Center
Miami, Florida 33131

ARTICLE XII

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 17th day of June, 1998.

SOUTH FLORIDA RESIDENT AGENTS, INC.,
a Florida corporation

By: 
LEONARD H. BLOOM, Vice President

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Leonard H. Bloom**, Vice President of the South Florida Resident Agents, Inc., a Florida corporation, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he freely and voluntarily executed the said Articles of Incorporation under the authority duly vested by said corporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 17th day of June, 1998.


Notary Public State of Florida at Large

**CERTIFICATE OF DESIGNATING
RESIDENT AGENT AND RESIDENT OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

BAND ACQUISITION CORP.

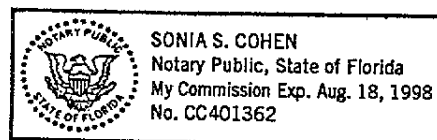
desiring to organize under the laws of the State of Florida, hereby designates South Florida Resident Agents, Inc. as its registered agent and 200 South Biscayne Boulevard, 4750 First Union Financial Center, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

SOUTH FLORIDA RESIDENT AGENTS, INC.,
a Florida corporation

By: 
LEONARD H. BLOOM, President



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 9:40

STATE OF FLORIDA

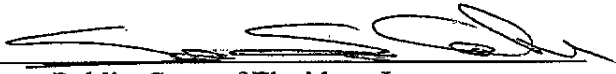
COUNTY OF DADE

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 9:40

BEFORE ME, the undersigned authority, personally appeared **Leonard H. Bloom** on behalf of South Florida Resident Agents, Inc., a Florida corporation, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 17th day of July, 1998.


Notary Public, State of Florida at Large

