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TO: DIVISION OF CORPORATIONS

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NAME: ECW ACQUISITION COMPANY

AUDIT NUMBER.....H98000017998

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ECW ACQUISITION COMPANY

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of ECW Acquisition Company, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is ECW Acquisition Company.

ARTICLE II

Capital Stock

The total number of shares which the Corporation shall have the authority to issue shall be One Hundred Thousand (100,000) shares, consisting of a single class of Common Stock having a par value of \$.01 per share.

ARTICLE III

Principal Office and Mailing Address

The Corporation's principal office and mailing address is 100 North Tampa Street, Suite 3900, Tampa, Florida 33602.

ARTICLE IV

Initial Board of Directors

The number of directors constituting the initial board of directors of the Corporation is one. The number of Directors may be increased or decreased from time to time, but in no event shall the number of the Corporation's directors be less than one (1). The names of the person who will serve as the initial Director and until successor directors of the Corporation are elected and qualified are as follows:

Scott J. Bendert
100 North Tampa Street, Suite 3900
Tampa, Florida 33602

Martin A. Traber, Esquire
Foley & Lardner
100 N. Tampa St., Suite 2700
Tampa, Florida 33602
Phone (813) 225-4126
Florida Bar No.: 0099805

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ARTICLE V

Registered Office and Registered Agent

The street address of the Corporation's registered office is 100 North Tampa Street, Suite 3900, Tampa, Florida 33602, and the initial Registered Agent at such address is Scott J. Bendert.

ARTICLE VI

Incorporator

The name of the Corporation's sole incorporator is Martin A. Traber, whose address is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 28th day of September, 1998.


Martin A. Traber
Incorporator

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ACKNOWLEDGEMENT AND ACCEPTANCE OF

APPOINTMENT OR REGISTERED AGENT

The undersigned, having been designated to accept service of process for ECW Acquisition Company at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth under Section 607.0505 of the Florida Business Corporation Act.

Executed as of this 28th day of September 28, 1998.



Scott J. Bender
Registered Agent

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