

P98000100909



ACCOUNT NO. : 072100000032

REFERENCE : 050977 4303929

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : December 3, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 050977-010

500002701585--3

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: FTC ASSET MANAGEMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 AM 9:24

W98-27042

RECEIVED
98 DEC 3 AM 11:22
DIVISION OF CORPORATIONS

RECEIVED

98 DEC -3 PM 4: 32

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 AM 9: 24

December 3, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FTC ASSET MANAGEMENT CORP.
Ref. Number: W98000027042

RESUBMIT
Please give original
submission date as file date.

We have received your document for FTC ASSET MANAGEMENT CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00057273

ARTICLES OF INCORPORATION

OF

FTC ASSET MANAGEMENT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 AM 9:24

ARTICLE I

The name of the corporation is FTC ASSET MANAGEMENT CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is One Biscayne Tower, Two South Biscayne Boulevard, Suite 3790, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names of the

members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Julian Dodd
Jonathan Morley-Kirk

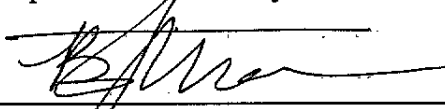
ARTICLE VII

The name of the Incorporator is Bonnie Moncada and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of December, 1998.

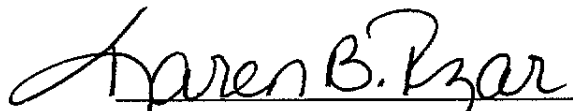


Bonnie Moncada, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FTC ASSET MANAGEMENT CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent
Karen B. Rozar, As Its Agent
Dated: December 3, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 AM 9:24