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COUNSELORS AT LAW

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 AM 9:29

January 26, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for SBCM Holdings Incorporated. Our check for \$70 is enclosed as the filing fee.

Also enclosed is a copy of the articles. Please return the copy marked "Filed" to the undersigned in the enclosed pre-addressed envelope.

Please promptly call the undersigned if you have any questions with respect to this matter.

Very truly yours,


John S. Fletcher

JSF/dmt
Enclosures

MI01A/87239.1

ARTICLES OF INCORPORATION
OF

SBCM HOLDINGS INCORPORATED

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The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

SBCM Holdings Incorporated

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

4045 Sheridan Avenue, Suite 432
Miami Beach, Florida 33140-3665

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

(1) **Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 15,000,000, consisting of 10,000,000 shares of Common Stock, \$.01 par value per share, and 5,000,000 shares of Preferred Stock, \$.01 par value per share.

(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of the Preferred Stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) **Preferred Stock.** Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to any relative rights and preferences, as to which there may be variations fixed and determined by the board of directors between different series including, without limitation, the following:

- (a) Special, unconditional or limited voting rights or no right to vote.
- (b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any series of Preferred Stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated series of Preferred Stock, (i) increase the number of shares of any such previously-designated series or (ii) establish a new series of Preferred Stock and fix and determine rights and preferences for such new series which rank *pari passu* with, or are prior and superior to, any of the rights and preferences of any such previously-designated series.

(4) **No Preemptive Rights.** No holder of Common Stock or Preferred Stock of the corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of Common Stock or Preferred Stock of the corporation, whether now or hereafter authorized, or any obligations convertible into shares of Common Stock or Preferred Stock of the corporation, all preemptive and preferential rights being expressly denied.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII


Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as the sole member of the initial board of directors is:

John F. Collopy, Jr.

4045 Sheridan Avenue, Suite 432
Miami Beach, Florida 33140-3665

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 26th day of January, 1999.



John S. Fletcher,
Incorporator

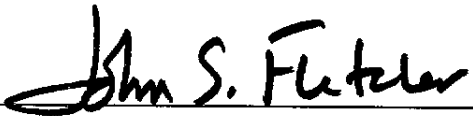
Acceptance By Registered Agent

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The undersigned hereby accepts the appointment as registered agent of SBCM Holdings Incorporated and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: January 26, 1999.



John S. Fletcher,
Registered Agent