

Tuesday, April 6, 1999

Division of Corporations

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P99000031393

EFFECTIVE DATE
4-5-99

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.
FGW Acquisitions, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

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The name of this Florida corporation is:
FGW Acquisitions, Inc.

Article II. Address

The mailing address of the Corporation is:
FGW Acquisitions, Inc.
100 SE 2nd Street, Suite 3850
NationsBank Tower
Miami FL 33131-2148

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
James A. Gale
100 SE 2nd Street, Suite 3850
NationsBank Tower
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
David Garrett
Jeffrey D. Feldman
James A. Gale

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

James A. Gale | FL Bar Member 371726
Feldman, Gale and Webber
100 SE 2nd Street, Suite 3850
NationsBank Tower
Miami FL 33131-2148
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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

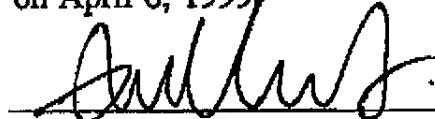
The name and address of the incorporator is:

James A. Gale
Feldman, Gale and Webber
100 SE 2nd Street, Suite 3850
NationsBank Tower
Miami FL 33131-2148

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 5, 1999.

The undersigned incorporator executed these Articles of Incorporation on April 6, 1999.



JAMES A. GALE

by L.A. Uriarte as attorney-in-fact

James A. Gale | FL Bar Member 371726
Feldman, Gale and Webber
100 SE 2nd Street, Suite 3850
NationsBank Tower
Miami FL 33131-2148
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

FGW Acquisitions, Inc.

REGISTERED AGENT/OFFICE:

**James A. Gale
100 SE 2nd Street, Suite 3850
NationsBank Tower
Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JAMES A. GALE
by L.A. Uriarte as attorney-in-fact

Date: April 6, 1999

**James A. Gale | FL Bar Member 371726
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