



THE UNITED STATES
CORPORATION
COMPANY

PG900044/4

99 MAY 10 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 234573 7177896

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 10, 1999

ORDER TIME : 4:18 PM

ORDER NO. : 234573-005

CUSTOMER NO: 7177896

CUSTOMER: Mr. Jerome A. Busch
RESNICK & GRAY
RESNICK & GRAY
Po Box 7849

Newport Beach, CA 92658-7849

500002870455--4

-05/11/99--01007--004

*****78.75 *****78.75

DOMESTIC FILING

NAME: FIRST AMERICAN MERGER
CORPORATION

EFFECTIVE DATE:

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: James Guy

EXAMINER'S INITIALS:

RECEIVED

99 MAY 10 PM 4:44

DEPARTMENT OF STATE
VISITOR CORPORATION
TALLAHASSEE, FLORIDA

W99-10944



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: FIRST AMERICAN MERGER CORPORATION
Ref. Number: W99000010944

RESUBMIT

Please give original
submission date as file date.

We have received your document for FIRST AMERICAN MERGER CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct Article III to the State of Florida.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 199A00025635

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 MAY 14 AM 8:58

RECEIVED
99 MAY 13 PM 3:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
FIRST AMERICAN MERGER CORPORATION

FILED
MAY 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is First American Merger Corporation.

II.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

III.

The name and address in the State of Florida of this Corporation's initial agent for service of process is Craig J. Zinda, 150 2nd Avenue North, Suite 1600, St. Petersburg, FL 33701.

IV.

This Corporation is authorized to issue only one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is 1,000 shares at \$.01 par value.

V.

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

VI.

The principal place of business and mailing address of the Corporation is 150 2nd Avenue North, Suite 1600, St. Petersburg, FL 33701.

Dated: May 6, 1999

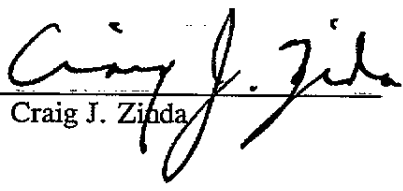
By:


Craig J. Zinda
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Dated: May 6, 1999

By:


Craig J. Zinda

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: First American Merger Corporation

2. The name and address of the registered agent and office is:

Craig J. Zinda

(NAME)

150 2nd Avenue North, Suite 1600

(P.O. Box or M&I Drop Box NOT ACCEPTABLE)

St. Petersburg, FL 33701

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Craig J. Zinda
(SIGNATURE)

11 MAY 99
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314