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CORPORATION SERVICE COMPANY

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REFERENCE : 471227 4813078

AUTHORIZATION

COST LIMIT \$ 87.50

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CUSTOMER NO: 4813078

DOMESTIC FILING

NAME: WDTCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX NEED TWO, PLEASE CERTIFIED COPY QTY: 2

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**ARTICLES OF INCORPORATION
OF
WDTCO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I - Name

The name of the corporation (hereinafter called the "Corporation") shall be:

WDTCO, INC.

ARTICLE II - Addresses

The street address, wherever located, of the initial principal office of the Corporation is 190 Center Street Promenade, Suite 1955, Anaheim, California 92805, and the initial mailing address of this Corporation is the same as the aforesaid address.

ARTICLE III - Business and Activities

The purpose the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the Florida Business Corporation Act.

ARTICLE IV - Capital Stock

The number of shares that the Corporation is authorized to issue and have outstanding at any one time is Twenty-Five Thousand (25,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date upon which these Articles are filed with the Department of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation shall be c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VII - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation.

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Diane K. Austin

500 South Buena Vista Street
Burbank, California 91521-0586

ARTICLE IX - Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the stock issued and entitled to be voted, unless all Directors and all the

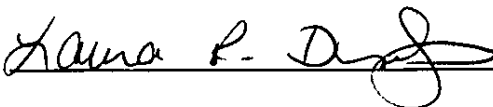
Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of September, 2006.


Diane K. Austin, Incorporator

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

CORPORATION SERVICE COMPANY

By: 

Its:

Laura R. Dunlap
as its agent

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