

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

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## From:

Account Name : MORGAN LEWIS & BOCKIUS LLP  
Account Number : 076077003570  
Phone : (305) 579-0300  
Fax Number : (305) 579-0321

## FLORIDA PROFIT CORPORATION OR P.A.

LEA, Inc.

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ARTICLES OF INCORPORATION  
OF  
LEA, INC.

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:

LEA, Inc.

ARTICLE II

Initial Principal Office

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

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

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

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

Prepared By:  
John S. Fletcher, Esq.  
Morgan, Lewis & Bockius LLP  
200 S. Biscayne Boulevard, Suite 5300  
Telephone (305) 579-0394 Fax (305) 579-0321  
Florida Bar # - 0435104

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#### 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

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 four. Thereafter, the number of directors shall be as provided in the bylaws. The names and addresses of the individuals

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who are to serve as members of the initial board of directors are:

Roger C. Ellis

765 Finchley Road  
London NW11 8DS, UK

Stephen Phipson

765 Finchley Road  
London NW11 8DS, UK


Paul Hayes

765 Finchley Road  
London NW11 8DS, UK

Walter Orme

765 Finchley Road  
London NW11 8DS, UK

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 13th day of January, 2000.

  
\_\_\_\_\_  
John S. Fletcher  
Incorporator

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Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of LEA, Inc. 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 13, 2000

  
John S. Fletcher  
Registered Agent

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