

P010000009777



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 4303929

AUTHORIZATION : Patricia Figueira

COST LIMIT : \$78.75

01 JAN 25 AM 11:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : 1/25/01

ORDER TIME :

ORDER NO. : 977170-15

CUSTOMER NO: 4303929

500003574385--0

FILING

NAME: Wilhelmina Acquisition Corp.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: -

EXAMINER'S INITIALS:

RECEIVED
01 JAN 25 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1/25/01

ARTICLES OF INCORPORATION
OF
WILHELMINA ACQUISITION CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 25 AM 11:40

ARTICLE I

The name of the corporation is WILHELMINA ACQUISITION CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 930 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Brad Krassner
930 Washington Avenue
Miami Beach, Florida 33139

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 25 AM 11:41

ARTICLE VII

The name of the Incorporator is Sheida R. Sahandy and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of January, 2001.

Sheida R. Sahandy
Sheida R. Sahandy, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WILHELMINA ACQUISITION CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

Deborah D. Skipper
Agent for the Registered Agent

Dated: January 25, 2001

Deborah D. Skipper
Asst. Secretary