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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 083563 4724048

AUTHORIZATION :

COST LIMIT : \$ 70.00

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : March 19, 2001

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CUSTOMER NO: 4724048

CUSTOMER: Beth Loh, Esq  
Greenberg Traurig, LLP

The Metlife Building  
200 Park Avenue  
New York, NY 10166

DOMESTIC FILING

NAME: WLD EQUITY PARTNERS 2001, INC.

\*\*\*FILE FIRST\*\*\*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10/3/01

**ARTICLES OF INCORPORATION  
OF  
WLD EQUITY PARTNERS 2001, INC.  
(a Florida corporation)**

**FILED**

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**ARTICLE I - NAME**

The name of the Corporation is **WLD EQUITY PARTNERS 2001, INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

David Horvitz  
450 East Las Olas Boulevard  
Suite 900  
Fort Lauderdale, Florida 33301

Linda H. Roth  
450 East Las Olas Boulevard  
Suite 900  
Fort Lauderdale, Florida 33301

## **ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is David Horvitz.

## **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is David Horvitz, 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

## **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

## **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

## **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of WLD EQUITY PARTNERS 2001, INC. this 1st day of January, 2001.

  
\_\_\_\_\_  
**DAVID HORVITZ**  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
WLD EQUITY PARTNERS 2001, INC.**

The undersigned, David Horvitz, whose business address is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **WLD EQUITY PARTNERS 2001, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
**DAVID HORVITZ**, Registered Agent

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