

Division of Corporations

Page 1 of 2

**P01000054201**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
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**FLORIDA PROFIT CORPORATION OR P.A.****TWT ACQUISITION CORP.**

Certificate of Status	0
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May-31-01 01:36pm From=

T-071 P.02/05 F-314

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## ARTICLES OF INCORPORATION

OF

TWT Acquisiton Corp.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

### ARTICLE I

#### NAME

The name and address of this Corporation shall be:

TWT Acquisiton Corp.  
c/o Verner, Lipfert, Bernhard, McPherson and Hand  
200 S. Biscayne Boulevard, Suite 3100  
Miami, Florida 33131

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### ARTICLES II

#### NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

### ARTICLE III

#### AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

### ARTICLE IV

#### TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

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**ARTICLE V****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Verner, Lipfert, Bernhard, McPherson and Hand  
200 South Biscayne Boulevard, Suite 3100  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Ignacio E. Sánchez

**ARTICLE VI****BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII****DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Ignacio E. Sanchez	200 S. Biscayne Boulevard, #3100 Miami, Florida 33131

**ARTICLE VIII**

<u>Officers</u>	<u>Names</u>	<u>Street Address</u>
President	Joseph McGuire	200 S. Biscayne Boulevard, #3100 Miami, Florida 33131

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H01000070442 8

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

**Name Street Address**

Ignacio E. Sánchez c/o Verner, Lipfert, Bernhard, McPherson and Hand  
200 South Biscayne Boulevard, Suite 3100  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 31 day of May, 2001

  
Ignacio E. Sánchez, Incorporator

May-31-01 01:37pm From-

T-071 P.05/05 F-314

H01000070442 8

**DESIGNATION AND ACCEPTANCE****OF****REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes,  
TWT Acquisition Corp. having filed its Articles of Incorporation  
contemporaneously herewith, with its registered office as indicated therein at c/o  
Verner, Lipfert, Bernhard, McPherson and Hand, 200 South Biscayne Boulevard, Suite  
3100, Miami, Florida 33131, has named Ignacio E. Sánchez, located thereat as its  
registered agent to accept service of process within this state.

By:

  
Ignacio E. Sánchez, Incorporator

Having been named as registered agent to accept service of process for the  
above-stated corporation, at the location designated herein, I hereby accept the  
appointment to act in this capacity, and agree to comply with the laws of Florida  
applicable thereto.

By:

  
Ignacio E. Sánchez  
Registered Agent**FILED**

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