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ACCOUNT NO. : 072100000032

REFERENCE : 528125 3460C

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

FILED  
2002 APR 15 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : April 15, 2002

ORDER TIME : 11:29 AM

ORDER NO. : 528125-005

CUSTOMER NO: 3460C

CUSTOMER: Claire Scott, Legal Assistant  
Robert W. Stewart, P.a.

Suite 1006  
999 Brickel Ave  
Miami, FL 33131

RECEIVED  
02 APR 15 PM 12:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE FILING  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WEALTH INSTITUTE, INC.

EFFECTIVE DATE:

300005272623--6

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

*CP*  
*4/15/02*

EFFECTIVE DATE  
4/10/02  
**ARTICLES OF INCORPORATION  
OF  
WEALTH INSTITUTE, INC.**

**FILED**  
2002 APR 15 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

**Article I.**

**CORPORATE NAME**

The name of the corporation shall be WEALTH INSTITUTE, INC.

**Article II.**

**STREET ADDRESS**

The street address of the initial principal office of the corporation shall be 9100 South Dadeland Boulevard, Suite 1400, Miami, Florida 33156.

**Article III.**

**AUTHORIZED SHARES**

The number of shares the corporation is authorized to issue shall be ten thousand (10,000) shares of common stock with a par value of \$1.00 per share that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

**Article IV.**

**PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**Article V.**

**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is Robert W. Stewart, P.A.

**Article VI.**

**INCORPORATOR**

The name and address of the incorporator is:

Enrique E. Ugarte  
9100 South Dadeland Boulevard  
Suite 1400  
Miami, Florida 33131

**Article VII.**

**DIRECTORS**

The names and addresses of the individuals who are to serve as the initial directors are:

Enrique E. Ugarte  
9100 South Dadeland Boulevard  
Suite 1400  
Miami, Florida 33131

**Article VIII.**

**PURPOSE**

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**Article XIX.**

**INDEMNIFICATION**

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850 or any successor statute thereto.

**Article X.**

**BY LAWS**

The power to alter, amend or repeal by-laws is reserved to the shareholders of the corporation.

**Article XI.**

**ARTICLES OF INCORPORATION**

The power to amend the articles of incorporation of the corporation is reserved to the shareholders of the corporation.

**XII.**

**PREFERENCES**

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

**Article XIII.**

**DIVISION OF SHARES**

The corporation may effect a division or combination of its shares only by action of the shareholders of the corporation.

**XIV.**

**RESTRICTIONS ON TRANSFER OF SHARES**

Any transfer of shares of the corporation shall obligate a shareholder of the corporation first to offer the other shareholders an opportunity to acquire the shares proposed for transfer as per terms and conditions from time to time set forth in the by-laws of the corporation.

**Article XV.**

**ACTION BY SHAREHOLDERS**

Action required or permitted to be taken at an annual or special meeting of shareholders maybe taken without a meeting, without prior notice and without a vote if the action is taken by the holders of all of the outstanding shares of the stock of the corporation.

**Article XVI.**

**CUMULATIVE VOTING**


All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

XVII

EFFECTIVE DATE

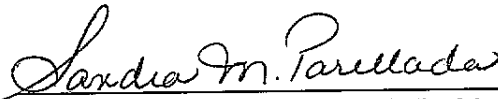
The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 10<sup>th</sup> day of April, 2002.

  
ENRIQUE E. UGARTE

STATE OF FLORIDA                     )  
  )SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 10<sup>TH</sup> day of April, 2002 by ENRIQUE E. UGARTE, who is personally known to me and who did take an oath.

  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

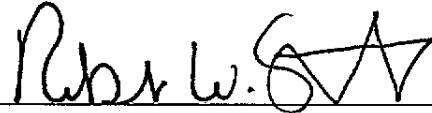


Sandra M Parellada  
My Commission DD064496  
Expires October 14, 2005

**REGISTERED AGENT ACKNOWLEDGEMENT**

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.

A handwritten signature in black ink, appearing to read "Robert W. Stewart", written over a horizontal line.

ROBERT W. STEWART, President  
Registered Agent

**FILED**  
2002 APR 15 PM 2:45  
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