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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 751039 7199649

AUTHORIZATION : *Patricia Pigot*

COST LIMIT : \$ 87.50

ORDER DATE : September 19, 2002

ORDER TIME : 10:49 AM

ORDER NO. : 751039-005

CUSTOMER NO: 7199649

800007851988--3

CUSTOMER: Ms. Olga Duque  
Hunton & Williams

Barclays Financial Center  
1111 Brickell Ave., Suite 2500  
Miami, FL 33131

DOMESTIC FILING

NAME: ACP ORION, INC.

EFFECTIVE DATE:

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  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

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02 SEP 19 AM 11:45  
DIVISION OF CORPORATION

VI 9/19

**ARTICLES OF INCORPORATION**

**OF**

**ACP ORION, INC.**

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is ACP Orion, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

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

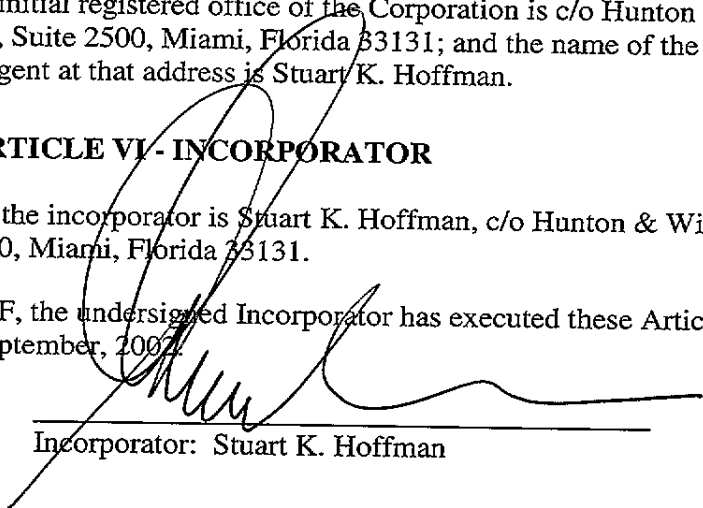
**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Stuart K. Hoffman.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is Stuart K. Hoffman, c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of September, 2007.

  
Incorporator: Stuart K. Hoffman

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

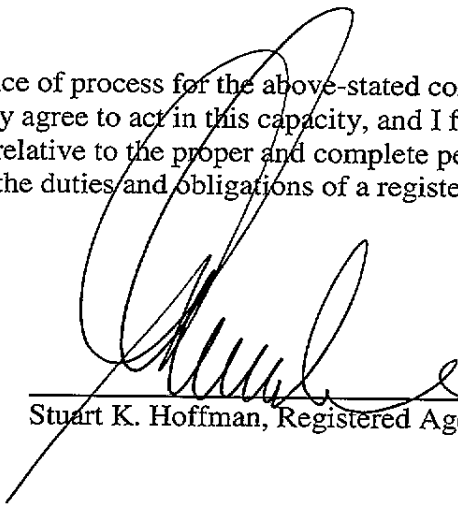
**WITNESSETH:**

That ACP Orion, Inc., desiring to organize under the laws of the State of Florida, has named Stuart K. Hoffman, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 18th day of September, 2002.

  
\_\_\_\_\_  
Stuart K. Hoffman, Registered Agent

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