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TALLAHASSEE, FLORIDA  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MAY 29 2003

**CT CORPORATION**

May 29, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5859750 SO  
Customer Reference 1: 022530.011  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

LNW Merger Corp. (FL)  
Incorporation  
Florida

LNW Merger Corp. (FL)  
Certificate of Status/Authorization-Domestic  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**CT CORPORATION**

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

## ARTICLES OF INCORPORATION

OF

### LNW MERGER CORP.

I, the undersigned, for purposes of incorporating and organizing a corporation (the "Corporation") under the Florida Business Corporation Act, do execute these Articles of Incorporation and do hereby certify as follows:

#### ARTICLE I NAME

The name of the Corporation is: **LNW MERGER CORP.**

#### ARTICLE II PRINCIPAL OFFICE

The initial principal place of business and mailing address of the corporation is c/o Arcadis G&M, Inc., 712 U.S. 1, Suite 200, North Palm Beach, Florida 33408.

#### ARTICLE III PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

#### ARTICLE IV SHARES

The total number of shares which the Corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 each per share, and are to be of one class.

#### ARTICLE V INITIAL DIRECTOR

The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The name and mailing address of the person who is to serve as the initial director of the Corporation until the first annual meeting of shareholders of the Corporation, or until his successor is duly elected and qualified, is Joe A. Hastey whose address is ARCADIS G&M, Inc., 630 Plaza Drive, Suite 200, Highlands Ranch, CO 80129

The governing body of this Corporation shall be a Board of Directors. The number of Directors may, from time to time, be increased or decreased in such manner as shall be provided

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TALLAHASSEE, FLORIDA

in the Bylaws of this Corporation. The powers of the Board shall commence upon the acceptance for filing of these Articles of Incorporation by the Florida Secretary of State.

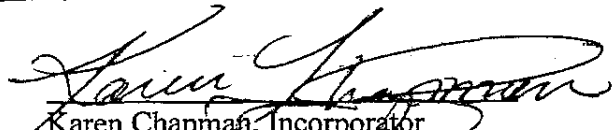
## ARTICLE VI REGISTERED AGENT

The Florida address of the registered office of the corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida. The name of the registered agent at such address is CT Corporation System.

## ARTICLE VII INCORPORATOR

The name and address of the incorporator of the Corporation is Karen Chapman, Sherman & Howard L.L.C., 633 Seventeenth Street, Suite 3000, Denver, Colorado 80202.

The undersigned incorporator hereby acknowledges that the foregoing Articles of Incorporation is her act and deed on this the 27th day of May, 2003.

  
Karen Chapman, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

Date: May 27th, 2003

  
**CONNIE BRYAN**  
SPECIAL ASSISTANT SECRETARY

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