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SEC
DIVISION

FLORIDA PROFIT CORPORATION OR P.A.

WMLS GROUP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

ARTICLES OF INCORPORATION

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OF

WMLS GROUP, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be WMLS GROUP, INC., and its principal place of business and mailing address is located at c/o Walton Street Capital, L.L.C., 900 North Michigan Avenue, 18th Floor, Chicago, Illinois 60611.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, and the initial registered agent of this Corporation at that address shall be AMERICAN INFORMATION SERVICES, INC. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue two classes of common stock to be designated, respectively, "Class A Common Stock" and "Class B Common Stock." The Class A Common Stock and the Class B Common Stock are together referred to as the "Common Stock," and each class of shares of Common Stock is individually referred to as a "Class" of Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is one thousand (1000) shares, five hundred (500) shares of which shall be Class A Common Stock and five hundred (500) shares of which shall be Class B Common Stock. The Class A Common Stock and the Class B Common Stock shall each have a par value of one cent (\$ 0.01) per share. The Corporation shall not be authorized to issue any preferred stock or other equity having priority over the Common Stock.

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A. Rights and Preferences. The rights, preferences, privileges, restrictions and other matters relating to the Class A Common Stock and to the Class B Common Stock shall be equal in all respects other than with respect to voting rights as set forth herein. ((H04000138691 3))

B. Dividends or Reclassification. Any dividends declared or paid on the shares of either Class of Common Stock, whether in cash, property or securities of any class or designation of the Company or any of its subsidiaries, shall also be declared and paid on the same basis on the shares of Common Stock of the other Class. Any reclassification, exchange or substitution of the rights, preferences, privileges, restrictions and other matters relating to either Class of Common Stock shall also be applied on the same basis on the shares of Common Stock of the other Class.

C. Voting Rights.

a. General Rights. Except as otherwise provided herein or as required by law, the Class A Common Stock and the Class B Common Stock shall be voted equally and not as a separate class, at any annual or special meeting of shareholders of the Company, and may act by written consent in the same manner as the Common Stock.

b. Separate Vote of Classes of Common Stock. For so long as more than one Class of Common Stock remains outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Common Stock of each Class voting separately as a Class shall be necessary for effecting or validating the following actions:

(1) Any amendment, alteration, or repeal of any provision of the Articles of Incorporation or the Bylaws of the Company (including any filing of a Certificate of Determination) that changes the voting powers, preferences, or other special rights or privileges, or restrictions of any Class of Common Stock;

(2) Any increase or decrease in the authorized number of shares of Common Stock or any Class thereof;

(3) Any authorization or any designation, whether by reclassification or otherwise, of any new class or series of stock and any other securities convertible into equity securities of the Company;

(4) Any redemption, repurchase, payment of dividends or other distributions by the Company;

(5) Any action that results in the payment or declaration of a dividend on any shares of Common Stock;

(6) Any voluntary dissolution or liquidation of the Company; or

(7) Any increase or decrease in the authorized number of members of the Company's Board of Directors.

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Election of Class Directors.

(1) For so long as shares of Class A Common Stock remain outstanding, the holders of the Class A Common Stock, voting as a separate class, shall be entitled to elect two (2) members of the Company's Board of Directors (each a "Class A Director") at each meeting or pursuant to each consent of the Company's shareholders for the election of directors, and to remove from office such director and to fill any vacancy caused by the designation, death or removal of such director.

(2) For so long as shares of Class B Common Stock remain outstanding, the holders of the Class B Common Stock, voting as a separate class, shall be entitled to elect two (2) members of the Company's Board of Directors (each a "Class B Director") at each meeting or pursuant to each consent of the Company's shareholders for the election of directors, and to remove from office such director and to fill any vacancy caused by the designation, death or removal of such director.

(3) The authorized number of directors constituting the Board of Directors of the Company shall be four (4), consisting of two (2) Class A Directors and two (2) Class B Directors.

D. Liquidation Rights. Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock without regard to Class.

E. No Dilution or Impairment. Without the consent of the holders of a majority in interest of both of the then Classes of Common Stock, the Company shall not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or take any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms hereof, but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the rights of the holders of each Class of Common Stock against dilution or other impairment.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have Two (2) Class A Directors and two (2) Class B Directors initially.

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In the interim between meetings of shareholders held for the election of directors or for the election of directors or for the removal of one or more directors and the election of the replacement or replacements thereof, any vacancy which results by reason of the removal of a director or directors by the shareholders entitled to vote in an election of directors, and which has not been filled by said shareholders, may be filled by a majority of the directors then in office, whether or not less than a quorum, provided that only the Class A Directors may appoint a new Class A Director and only the Class B Directors may appoint a new Class B Director.

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these articles as incorporator is: Martha A. Hartley, c/o Akerman Senterfit, 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801-3483.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE XI
PREEMPTIVE RIGHTS

Pursuant to Section 607.0630, Florida Statutes, each shareholder of the Corporation shall have a preemptive right to acquire proportional amounts of the Corporation's unissued shares and treasury shares of the same Class of Stock as is then held by such shareholder, upon the decision of the Board of Directors to issue them.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

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IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 20th day of July, 2004.



Martha A. Hartley, Incorporator (SEAL)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

WMLS Group, Inc. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: c/o Walton Street Capital, L.L.C., 900 North Michigan Avenue, 19th Floor, Chicago, Illinois 60611 has named and designated: AMERICAN INFORMATION SERVICES, INC., with its registered office located at: 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for WMLS Group, Inc. (the "Company") at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; and the undersigned is familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of the undersigned's duties as Registered Agent.

Dated as of this 2nd day of July, 2004.

AMERICAN INFORMATION SERVICES, INC.

By: Rebecca S. Matz
Name: Rebecca S. Matz, Asst. Secretary
Registered Agent

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