

POS000002293

Division of Corporations

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To: \_\_\_\_\_  
Division of Corporations  
Fax Number : (850) 205-0381

From: \_\_\_\_\_  
Account Name : HUNTON & WILLIAMS  
Account Number : 12000000236  
Phone : (305) 810-2542  
Fax Number : (305) 810-2460

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**FLORIDA PROFIT CORPORATION OR P.A.**

WIIILA Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
WHILA INC.**

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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 WHILA 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 5201 Blue Lagoon Drive, Suite 710, Miami, Florida 33126

**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.

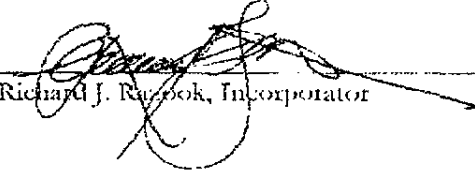
**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Company is Hunton & Williams LLP. The Florida street address of the initial registered agent of the Company is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of January, 2005.

  
Richard J. Razook, Incorporator

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

**WITNESSETH:**

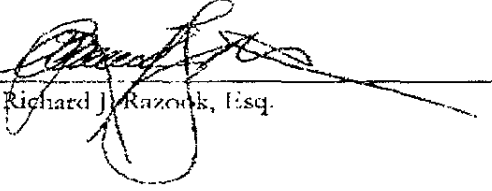
That WTHLA Inc., desiring to organize under the laws of the State of Florida, has named Hunton & Williams LLP, whose address is 1111 Brickell Avenue, Suite 2500, Miami, FL 33131, as its agent to accept service of process within this state.

**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 5th day of January, 2005.

HUNTON & WILLIAMS LLP

By   
Richard J. Razook, Esq.