

**Electronic Articles of Incorporation
For**

P07000109047
FILED
October 02, 2007
Sec. Of State
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CVC CAPITAL PARTNERS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CVC CAPITAL PARTNERS, INC.

Article II

The principal place of business address:

1200 SMITH STREET
16TH FLOOR
HOUSTON, TX. 77002

The mailing address of the corporation is:

1200 SMITH STREET
16TH FLOOR
HOUSTON, TX. 77002

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

MICHAEL SMITH
4126 INVERRARY BLVD
SUITE 2707
LAUDERHILL, FL. 33319

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHAEL SMITH

Article VI

The name and address of the incorporator is:

MICHAEL SMITH, P.A.
4126 INVERRARY BLVD
SUITE 2707
LAUDERHILL, FL 33319

Incorporator Signature: MICHAEL SMITH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
W. JOHNSON III
1200 SMITH STREET
HOUSTON, TX. 77002

Title: VP
M. MILLS JR.
1200 SMITH STREET
HOUSTON, TX. 77002

Title: VP
M. HOLLAND
1200 SMITH STREET
HOUSTON, TX. 77002

Title: VP
J. DAVIS
1200 SMITH STREET
HOUSTON, TX. 77002

Title: T
J. KEGLER
1200 SMITH STREET
HOUSTON, TX. 77002

Title: S
C. SUTTLE
1200 SMITH STREET
HOUSTON, TX. 77002

Article VIII

The effective date for this corporation shall be:

10/01/2007