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Florida Department of State  
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DIVISION OF CORPORATIONS

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WAU USA CORP.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
WAU USA CORP.

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ARTICLE I

The name of this corporation is WAU USA CORP. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is Calle Velázquez 78, Madrid, Spain.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$0.01	Common

ARTICLE V

The street address of the Corporation's initial registered office is, 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VIII**

The name of the Incorporator is Alfredo Vallenilla and the address of the Incorporator is:

Alfredo Vallenilla  
Imery Urdaneta Calleja Iriago & Flamarique S.C.  
Multicentro Empresarial del Este  
Torre Libertador - Núcleo A - Piso 5  
Av. Libertador - Chacao - 1060  
Caracas - Venezuela

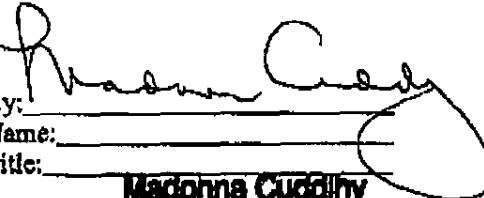
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of December, 2008.

  
Alfredo Vallenilla, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of WAU USA Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT CORPORATION SYSTEM

By:   
Name: \_\_\_\_\_  
Title: **Madonna Cuddy**  
**Special Assistant Secretary**

Dated: December 8, 2008

M/A 180,165,221v1

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