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**FLORIDA PROFIT/NON PROFIT CORPORATION  
LW Investment Management (USA) Inc.**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORP

SUBJECT: LW INVESTMENT MANAGEMENT (USA) INC.  
REF: W10000035397

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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Becky McKnight  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**LW INVESTMENT MANAGEMENT (USA) INC.**

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is:

LW Investment Management (USA) Inc.

**ARTICLE II**

**Initial Principal Office**

The street address of the initial principal office of the corporation shall be:

1111 Brickell Avenue, Suite 2750  
Miami, FL 33131

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

**ARTICLE III**

**Purpose and Powers**

The business and purposes to be conducted or promoted are:

To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate and to possess and exercise all the powers and privileges granted by the State of Florida or by any other law of Florida, together with any lawful powers and privileges incidental thereto.

#### **ARTICLE IV**

##### **Authorized Shares**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.01 par value per share. The corporation is limited to issuing only one class of stock.

#### **ARTICLE V**

##### **Board of Directors**

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as a member of the initial board of directors is:

Carlos A. Zalles  
1111 Brickell Avenue, Suite 2750  
Miami, FL 33131

#### **ARTICLE VI**

##### **Registered Office and Agent**

The street address of the corporation's initial registered office is:

CT Corporation System  
1200 South Pine Island Road  
Plantation FL 33324

The name of the corporation's initial registered agent at that office is Carlos Serrano.

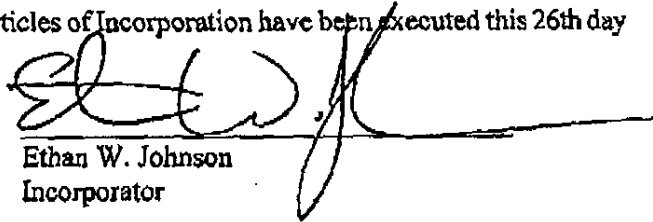
#### **ARTICLE VII**

##### **Incorporator**

The name and address of the incorporator is:

Ethan W. Johnson  
c/o Morgan, Lewis & Bockius LLP  
5300 Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, FL 33131-2339

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 26th day of July, 2010.



Ethan W. Johnson  
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of LW Investment Management (USA) Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: July 27, 2010

CT CORPORATION SYSTEM



Registered Agent

Anusha Putty  
Vice President  
and Assistant Secretary

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TALLAHASSEE, FLORIDA