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CORPORATION(S) NAME

Vestrest Holdings Inc.

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ARTICLES OF INCORPORATION

OF

VESTRUST HOLDINGS 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 Vestrust Holdings Inc.

ARTICLE II

Initial Principal Office

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

2400 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 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

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) shares of common stock. The par value of each such share shall be \$.01 per share.

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TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### Registered Office and Agent

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

5300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

The name of the corporation's initial registered agent at that office is Martin T. Schrier, Esquire.

#### ARTICLE V

##### Incorporator

The name and address of the incorporator are:

Martin T. Schrier, Esquire  
Morgan, Lewis & Bockius LLP  
5300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2339

#### ARTICLE VI

##### Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

**ARTICLE VII**

**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 director is:

Jacobo A. Gadala-Maria, Jr.  
4975 S.W. 80th Street  
Miami, Florida 33143

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 30th day of December, 1996.



\_\_\_\_\_  
Martin T. Schrier, Esquire  
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Vestrust Holdings, 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: December 30, 1996



Martin T. Schrier, Esquire  
Registered Agent

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