

P97000007496



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 235387 4303929

AUTHORIZATION :

Patricia Pizik

COST LIMIT : \$ 122.50

ORDER DATE : January 24, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 235387-005

200002068262--9

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUERIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: WLD PARTNERS GP, INC.

EFFECTIVE DATE: \_\_\_\_\_

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
97 JAN 24 AM 11:11  
TALLAHASSEE, FLORIDA

KR  
1.27.97

**ARTICLES OF INCORPORATION  
OF  
WLD PARTNERS GP, INC.**

97 FILED  
JAN 24 AM 11:11  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is WLD PARTNERS GP, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o: William D. Horvitz, 450 East Las Olas Boulevard, Suite 900, Ft. Lauderdale, FL 33301.

**ARTICLE III**

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

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

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 450 East Las Olas Boulevard, Suite 900, City of Ft. Lauderdale, County of Broward, State of Florida 33301, and the name of its initial registered agent at such office is **William D. Horvitz**.

**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. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

William D. Horvitz  
450 East Las Olas Boulevard  
Suite 900  
Ft. Lauderdale, FL 33301

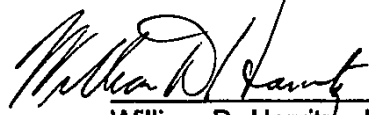
**ARTICLE VII**

The name of the Incorporator is William D. Horvitz and the address of the Incorporator is 450 East Las Olas Boulevard, Suite 900, Ft. Lauderdale, FL 33301.

**ARTICLE VIII**

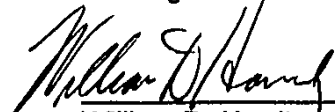
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**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 \_\_\_\_ day of January, 1997.

  
\_\_\_\_\_  
William D. Horvitz - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of WLD PARTNERS GP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
William D. Horvitz,  
Registered Agent

Dated: January \_\_\_\_, 1997.