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REFERENCE : 463792 4331939

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 16, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 463792-005

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CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P.A.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: WSI-MIAMI, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILE  
97 JUL 16 PM 12:23  
TALLAHASSEE, FLORIDA  
RECEIVED  
97 JUL 16 AM 11:37  
DIVISION OF CORPORATION

6

SM JUL 16 1997

**ARTICLES OF INCORPORATION  
OF  
WSI-MIAMI, INC.**

**(a Florida corporation)**

**FILED**

97 JUL 16 PM 12:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is **WSI-MIAMI, INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 500,000 shares, consisting of (a) 450,000 shares of Common Stock, par value \$.01 per share (the "Common Stock") and (b) 50,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

**I. Common Stock.**

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges:

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

C. Liquidating Distributions. Subject to the rights of the holders of the Preferred Stock, upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

**II. Preferred Stock.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are

stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

A. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

1. whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
2. the number of shares to constitute the class or series and the designations thereof;
3. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
4. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
5. whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
6. the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
7. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

8. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

9. such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### **ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is c/o 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

#### **ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The initial director shall be Philip Voluck.

#### **ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Lisa G. Iglesias, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

#### **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Each holder of capital stock of the Corporation shall have preemptive rights.

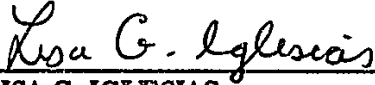
#### **ARTICLE X - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

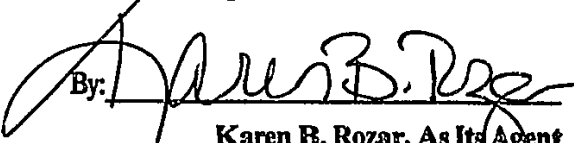
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of WSI-MIAMI, INC. this 15<sup>th</sup> day of July, 1997.

  
**LISA G. IGLESIAS**  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
WSI-MIAMI, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of WSI-MIAMI, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

**CORPORATION SERVICE COMPANY,  
Registered Agent**

By:   
**Karen B. Rozar, As Its Agent**

**FILED**  
97 JUL 16 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA