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## To:

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## From:

Account Name : MORGAN LEWIS & BOCKIUS LLP  
Account Number : 076077003570  
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## FLORIDA PROFIT CORPORATION OR P.A.

Westtower Cypress Acquisition Corp.

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**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 33131-2339

The name of the corporation's initial registered agent at that office is Flora R. Perez.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

Craig C. Glorioso  
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.

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**ARTICLE VII**

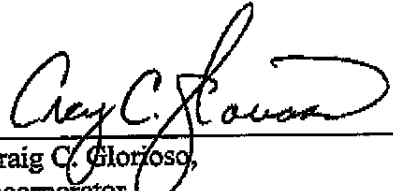
**Board of Directors**

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 each individual who is to serve as a member of the initial board of directors are:

Michael J. Anderson

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

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 23rd day of December, 1998.

  
\_\_\_\_\_  
Craig C. Glorioso,  
Incorporator

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Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Westtower Cypress Acquisition Corp. 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 23, 1998.

  
\_\_\_\_\_  
Flora R. Perez,  
Registered Agent

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