



THE UNITED STATES  
CORPORATION  
COMPANY

PA9000072044

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 339417 4303929

AUTHORIZATION :

Patricia Puyate

COST LIMIT : \$ ~~75.00~~ 87.50

ORDER DATE : August 12, 1999

ORDER TIME : 12:38 PM

ORDER NO. : 339417-025

CUSTOMER NO: 4303929

CUSTOMER: Mr. Manuel R. Valcarcel  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

000002958370--5

DOMESTIC FILING

NAME: WINSLOEW ESCROW CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH  
8/12/99

**ARTICLES OF INCORPORATION  
OF  
WINSLOEW ESCROW CORP.**

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**ARTICLE I**

The name of the corporation is WINSLOEW ESCROW CORP. (hereinafter called the "Corporation").

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

**ARTICLE III**

The Corporation is authorized to issue an aggregate total of One Million (1,000,000) Shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

**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 fifty percent of all votes entitled to be cast 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 registered office in the State of Florida is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133, and the name of its registered agent at such office is Peter W. Klein, Esq.

**ARTICLE VI**

The name of the Incorporator is Michael W. Hein and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

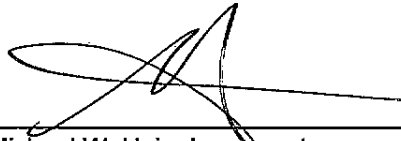
**ARTICLE VII**

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.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any 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 11th day of August, 1999.



Michael W. Hein, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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



By: \_\_\_\_\_

Peter W. Klein, as Agent

Dated: August 11, 1999

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