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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

W/B CrossPointe Corp.

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

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☐ Will Wait

☐ Photocopy

**RUSH**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                      |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment                            |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent           |
| <input type="checkbox"/> | Dissolution/Withdrawal               |
| <input type="checkbox"/> | Merger                               |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED  
99 NOV 19 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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99 NOV 19 AM 10:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. SMITH NOV. 19 99

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

**ARTICLES OF INCORPORATION**

**OF**

**W/B CROSSPOINTE CORP.**

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is W/B CROSSPOINTE CORP. (the "Corporation").

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

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

| <u>Name</u>       | <u>Address</u>  |
|-------------------|---|
| Richard E. Schatz | Stearns Weaver Miller Weissler<br>Alhadeff & Sitterson, P.A.<br>Suite 2200<br>150 West Flagler Street<br>Miami, Florida 33130 |

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

| <u>Name</u>      | <u>Address</u>                                    |
|------------------|---|
| Warren P. Weiser | 2665 South Bayshore Drive<br>Miami, Florida 33133 |

Carol Greenberg Brooks

2665 South Bayshore Drive  
Miami, Florida 33133

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as  
incorporator is:

Name

Address

Richard E. Schatz

Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.  
Suite 2200  
150 West Flagler Street  
Miami, Florida 33130

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board  
of Directors and the shareholders of the Corporation.

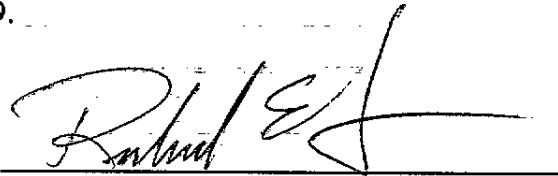
#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or  
director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of November, 1999.



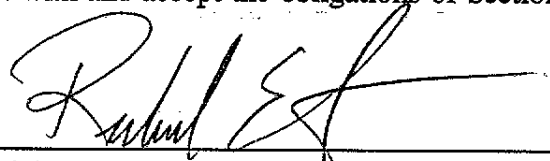
Richard E. Schatz, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Richard E. Schatz, Registered Agent

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