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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**WLHST GP, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
WLHST GP, INC.**

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is WLHST GP, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 3250 Mary Street, Suite 500, 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.

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:

Richard E. Schatz, Esq.
Florida Bar No.: 946214
Stearns Weaver Miller, et al.
150 W. Flagler St., Suite 2200
Miami, FL 33130
Tel: (305) 789-3200
Fax: (305) 789-3395

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<u>Name</u>	<u>Address</u>
Richard E. Schatz	c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 150 West Flagler Street, Suite 2200 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 people. The number of directors may be increased, and thereafter 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 name and address of the initial member of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Sherwood M. Weiser	3250 Mary Street, Suite 500 Miami, Florida 33133
Donald E. Lefton	3250 Mary Street, Suite 500 Miami, Florida 33133

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Richard E. Schatz	150 West Flagler Street, Suite 2200 Miami, Florida 33130

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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

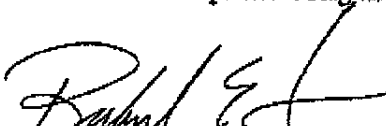
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of December, 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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