

P95000052097

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 492-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-302-

CONTACT: RAY STORMONT
PHONE: (305) 341-3094

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WNDI ENTERPRISES CORP.
FAX AUDIT NUMBER: H95000007477
DATE REQUESTED: 07/06/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:46:48
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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NUM CAPS Connect: 00:06:04

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95 JUL -6 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUL -6 AM 10: 49

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PREPARED BY :
B&L BUSINESS LEGAL
141 NE 3rd AVE #206
MIAMI FL 33132
ALEX SILVA
305-373-6211

ARTICLES OF INCORPORATION OF

H9500007477

ARTICLE I - NAME

The name of this corporation is: WNDX ENTERPRISES CORP.

With the principal place of business located at:
905 S. BAYSHORE DR.
MIAMI FL 33131

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TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:
905 S. BAYSHORE DR.
MIAMI FL 33131

The name of the initial Registered Agent of this corporation is:
B&L BUSINESS LEGAL

H95000007477

W9500007477

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have 00 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation :

THE CORPORATION DIDN'T APPOINT ANY DIRECTOR, YET .

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

HAL BUSINESS LEGAL
141 NE 3rd #206
MIAMI FL 33132

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under it.a director of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 05 day of July of 1995.



Incorporator

W9500007477

H9500007477

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 05 day of July, 1995.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H9500007477

H95000007477

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That WDA ENTERPRISES CORP. desiring to organize under
the laws of the State of Florida, which will have its principal office in the County of Dade,
State of Florida, has appointed B&L BUSINESS LEGAL
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of B&L BUSINESS LEGAL

to accept service of process for the above stated corporation, at the place designated in
this certificate, I hereby agree to act in the capacity of Registered Agent for said
corporation, and agree to comply with the applicable provision of the Florida Statutes,
this 05 day of July, 1995.



Registered Agent

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TALLAHASSEE, FLORIDA

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3:55 PM

PUBLIC ACCESS SYSTEM
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(((H95000008776)))
 TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
 1492 W FLAGLER ST
 SUITE 200
 MIAMI FL 33135-0000
 CONTACT: RAY STORMONT
 PHONE: (305) 541-3694
 FAX: (305) 541-3770

(((H95000008776)))
 DOCUMENT TYPE: BASIC AMENDMENT
 NAME: WNSA ENTERPRISES CORP.
 FAX AUDIT NUMBER: H95000008776
 DATE REQUESTED: 08/09/1995
 CERTIFIED COPIES: 0
 NUMBER OF PAGES: 3
 ESTIMATED CHARGE: \$35.00

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 [unclear]

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FILED
 1995 AUG 21 PM 4: 08
 STATE
 TALLAHASSEE, FLORIDA

1995-21 PM-2-19

August 10, 1995

WDA ENTERPRISES CORP.
905 SOUTH BAYSHORE DR.
MIAMI, FL 33131

SUBJECT: WDA ENTERPRISES CORP.
REF: P95000052097

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-2600.

The document number of the correcting corporation name is V06025.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 488-2600.

Linda Stitt
Corporate Specialist

FAX And. #: 195000008776
Telex Number: 095A00037490

Division of Corporations - P.O. Box 1120 - Tallahassee, Florida
32314

44500008776

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

B & L Business legal
141 N.E. 3rd AVE. #206
Miami, FL 33132
(305) 873-6211
Evian Noronha

WDA ENTERPRISES CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statute, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

CHANGE OF CORPORATION NAME INTO:
K 2 ENTERPRISES & REPRESENTATION INC.
DIRECTORS: PRESIDENT: NEODI BUIZ MOCELIN
141 NE 3rd AVE S.202
MIAMI FL 33132

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TALLAHASSEE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8/21/95

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)

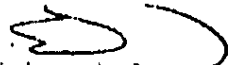
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FORM 2101

#45000008776

Signed this 21st day of AUGUST, 1995.

WINDA ENTERPRISES CORP.
(Corporation Name)

By 
Chairman, or Chairman of the Board of Directors, President or other officer if adopted by the shareholders
(A director or incorporator if adopted by the directors or incorporators)

ELYANE BECHTINGER
(Typed or printed name)

INCORPORATOR
(Title)

#45000008776