P96000061862

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TALLAHASSEE, FLORIDA

7/22/96 M. Angelica

Knightsbridge Consultants
Requester's Name
155 S. Miami Ave Ph-1
Address
Miami FL 33130
City State ZIP Phone
539-1029 A

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

W & T Investments Corp

Empire Toll Free: 1-800-432-3028

(X) Profit
( ) NonProfit ( ) Amendment ( ) Merger
( ) Foreign ( ) Dissolution ( ) Mark
( ) Limited Partnership ( ) Annual Report ( ) Other
( ) Reinstatement ( ) Reservation ( ) Change of Registered Agent
(X) Certified Copy ( ) Photo Copies ( ) Certificate Under Seal
( ) Call When Ready ( ) Call If Problem ( ) After 4:30
(X) Walk In ( ) Will Wait (X) Pick Up ( ) Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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CR2E031 (R8-85)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

W & T INVESTMENTS CORP.

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

ARTICLE I - NAME

The name of the corporation shall be W & T INVESTMENTS CORP.

ARTICLE II - ACTIVITY

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at ten cents ($0.10) par value, that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares.

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than One hundred dollars ($100.00) Dollars.

ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI - EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:
2701 E. ATLANTIC BLVD. SUITE 201
POMPANO BEACH, FLORIDA 33062

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

JOSE TORROBA .... PRESIDENT
9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174

EDWARD WALLER .... VICE-PRESIDENT
9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174

MARITZA WALLER .... SECRETARY-TREASURER
9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174

ARTICLE IX - SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The names and post office addresses of each shareholder to the articles of incorporation are as follows:

ARBETO C.A.. .... 510 SHARES
AVENIDA ZULOAGA. GALPON # 3. LOS ROSALES.
CARACAS, VENEZUELA

JOSE TORROBA .... 250 SHARES

9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174
EDWARD WALLER .... 120 SHARES
9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174

MARITZA WALLER .... 120 SHARES
9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174

ARTICLE X - INCORPORATORS

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

MARITZA WALLER
9411 SW 4 ST. # 413
MIAMI, FLORIDA 33174

ARTICLE XI - LIMITATIONS OF CORPORATE STOCK

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the

Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 22 day of JULY, 1996.

MARITZA WALLER

STATE OF FLORIDA |
COUNTY OF DADE |

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared MARITZA WALLER who, after showing FL. DRIVER LICENSE as identity and being duly sworn by me, depose and say that he signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS hand and official seal at Miami, Dade County, Florida, This 22 day of JULY, 1996.

Notary Public, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL
ROBERT A KRAVITZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC422433
MY COMMISSION EXP NOV 21,1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That W & T INVESTMENTS CORP. is qualified to do business under the laws of the State of Florida, with its principal office at 9411 SW 4 ST. # 413. MIAMI, FLORIDA 33174 and has appointed MARITZA WALLER at the same principal office address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

MARITZA WALLER
Registered Agent

P96000061862

Charter Number Only

FILED
97 JUL -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

Robert Kravitz
Requestor's Name
155 S. Miami Ave. PH-1
Address
MIAMI Fl. 33130
City State ZIP Phone
#539-0003

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*****35.00 *****35.00

CORPORATION(S) NAME

W & T Investments corp.
Amend

( ) Profit
( ) NonProfit
(X) Amendment
( ) Merger
( ) Foreign
( ) Dissolution
( ) Mark
( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of Registered Agent
( ) Certified Copy
( ) Photo Copies
( ) Certificate Under Seal
( ) Call When Ready
(X) Walk In
( ) Will Wait
( ) Call If Problem
(X) Pick Up
( ) After 4:30
( ) Mail Out

97 JUL -8 AM 10:56
DIVISION OF CORPORATION

Name Availability	7/8/97
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)

AMENDMENT TO ARTICLES OF INCORPORATION
OF
W & T INVESTMENTS CORP.

I, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, incorporated on July 24, 1996 under number P96000061862 with the Secretary of State, amend the original Article numbers VII and VIII as follows. All other Articles of Incorporation remain unaltered and in force.

FILED
97 JUL -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - PRINCIPAL OFFICE

Principal Office of this corporation shall be:

1275 N.W. 159 Avenue
Pembroke Pines, FL 33028

with mailing address at:

P.O.Box 824861
South Florida, Florida 33082-4861

ARTICLE VIII - BOARD OF DIRECTORS

The number of directors of the corporation shall not be less than one person. The names and post office addresses of the Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and the acts of legislature, shall hold office for one year or until their successors are elected and duly qualified, are:

Edward Waller .... **Director-President**
Maritza Waller .... **Director-Vice-President/Secretary/Treasurer**

Amendment adopted this June 27, 1997. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed at Miami, Dade County, Florida, this ______________

Edward Waller,
Chairman of the Board of Shareholders

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Edward Waller, who ~~after showing~~ is PERSONALLY KNOWN to me ~~as identity~~ and being duly sworn by me, depose and say that he signed the above Amendment to Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 3 day of JULY, 199_

Notary Public, State of Florida
My commission expires:

OFFICIAL NOTARY SEAL
ROBERT A KRAVITZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC422433
MY COMMISSION EXP NOV 21,1998