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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT FAX #: (305)541-3770  
PHONE: (305)541-3694  
NAME: WRAPIDO CORPORATION  
AUDIT NUMBER.....H96000015280  
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## ARTICLES OF INCORPORATION

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FOR

WRAPIDO CORPORATION

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

## Article I

## Name &amp; Address

The name of the corporation is Wrapido Corporation and the principal address shall be 7237 S.W. 146 Street-Circle, Miami, Florida 33158.

## Article II

## Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

## Article III

## Nature of Business

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

Prepared By: Francisco Dumenigo, Esquire Bar# 963917  
901 Ponce de Leon Blvd., Coral Gables, Fla. 33134  
(305) 445-1222

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## Article IV

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## Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have issued and outstanding is as follows:

1. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is:

a. Common Stock - Class "A". Ten thousand (10,000) Shares, having a one (\$.01) cent par value per share.

b. Common Stock - Class "B". Five thousand (5,000) shares, having a one (\$.01) cent par value per share.

2. The capital stock of the Corporation that is authorized to issue and have outstanding shall have the following rights, preferences, designations, and limitations:

(a) Common Stock - Class "A". Each holder of shares of common stock class "A" of this Corporation shall be entitled to one vote for each such share standing in the name of such holder at the time of any meeting of such Stockholders of this Corporation.

(b) Common Stock - Class "B". Except as otherwise provided by applicable law, no holder of shares of common stock class "B" of this Corporation shall be entitled to vote at any meetings of Stockholders of this Corporation or at any other time.

(c) Other Rights. In all other respects other than voting rights as stated above, all rights, privileges, preferences, and immunities of the common stock - Class "A" and Class "B" shall be identical.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Voting in a cumulative fashion shall not be permitted.

## Article V

## Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Abe Ng. The street address of the initial registered officer of this corporation is 7237 S.W. 146 Street-Circle, Miami, Florida 33158.

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## Article VI

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## Director

(a) Number. This corporation shall have three (3) directors initially. The number of director(s) may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director(s). The name and street address of the initial directors of the Corporation are:

Name	Address
Abe Ng	7237 S.W. 146 Street-Circle Miami, Florida 33158
Jason Silverman	1915 Brickell Avenue, Suite C808 Miami, Florida 33129
Allan Ng	7237 S.W. 146 Street-Circle Miami, Florida 33158

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

## Article VII

## Officers

(a) Position. This Corporation shall have the following offices filled: the President, Vice President, Secretary and Treasurer; others will be filled as so required.

(b) Initial Officers. The title, name and street address of the Officers of the Corporation is:

Title	Name	Address
President	Abe Ng	7237 S.W. 146 Street-Circle Miami, Florida 33158
Vice President	Jason Silverman	1915 Brickell Avenue, Suite C808 Miami, Florida 33129
Secretary	Abe Ng	7237 S.W. 146 Street-Circle Miami, Florida 33158

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Treasurer Jason Silvorman 1915 Brickell Avenue, Suite C808  
Miami, Florida 33129

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any officer of the Corporation may also serve in another capacity and receive compensation therefore in any form.

#### Article VIII

##### Bylaws

The initial bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw or bylaws adopted by the Shareholders if they specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### Article IX

##### Incorporator

Abs Ng  
7237 S.W. 146 Street-Circle  
Miami, Florida 33158

#### Article X

##### Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article XI

##### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

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EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, the Incorporator has executed these  
Articles this 21 day of October of 1996.

INCORPORATOR

  
AB# No.

H96000015280

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 48.901 of the Florida Statutes, the following is submitted:

Wrapido Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Dade County, State of Florida, has named Abe Ng located at 7237 S.W. 146 Street-Circle, Miami, Florida 33158 as its agent to accept service of process within Florida.

Incorporator:

Abe Ng  
Abe Ng

Dated this 29 day of October of 1996.

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HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:

Abe Ng  
Abe Ng

Dated this 29 day of October of 1996.