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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

WAMCO U.S.A. CORP.

Certificate of Status	0
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S. McKnight AUG 29 2000

ARTICLES OF INCORPORATION
OF
WAMCO U.S.A. CORP.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WAMCO U.S.A. CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ANA DALMAU ARES
3636 SW 87TH AVE.
MIAMI, FL. 33165

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

WALTER MEJIA
10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

The principal office shall be:

10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

ARTICLE VI

Shareholders of the Corporation shall be:

WAMCO LTDA.
CALLE 45 NORTE # 5AN22
LA FLORA
CALI, COLOMBIA

57% SHAREHOLDER

WALTER MEJIA
10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

20% SHAREHOLDER

MARTHA CECILIA VERGARA - 20% SHAREHOLDER
10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

CILIA INES VERGARA - 3% SHAREHOLDER
10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

The initial Board of Directors shall consist of a total of THREE (3) persons and the names of the persons who are to serve as initial directors are:

WALTER MEJIA - PRESIDENT

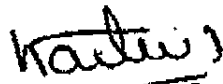
MARTHA CECILIA VERGARA - VICE-PRESIDENT

CILIA INES VERGARA - DIRECTOR

The name and address of the incorporator executing these Articles of Incorporation is:

WALTER MEJIA
10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28TH day of August, 2000.



WALTER MEJIA
PRESIDENT

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation is:

WAMCO U.S.A. CORP.

2. The name and address of the registered agent is:

WALTER MEJIA
10135 WEST SUNRISE BLVD.
APT. 35106 - HERON RUN
SUNRISE, FL. 33322

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Walter Mejia
WALTER MEJIA

DATE: _____

8-28-00

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