

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

500003747165--8

-02/22/01--01050--002

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. W.S.C.A.M., INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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2:00 P.M.



Certified Copy



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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01 FEB 22 AM 10:26
DIVISION OF CORPORATION

FILED
01 FEB 22 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

WSCAM, INC.

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation to profit, with the powers, rights privileges and immunities hereinafter, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the Corporation is: WSCAM, INC.

ARTICLE II

The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporation under the Statutes of the State of Florida, and to do any all the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to witt:

b) To subscribe for, invest in, purchase or otherwise acquire to own, hold, sell, exchange, pledge or otherwise dispose of accurities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligation or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States or any territory or distrect or colony or possession thereof, or under the laws of any foregoing country and also foreign and domestic government and obligations, bank acceptances, commercial paper and secured call loans; for the same in cash or property or by the issue of stocks bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the rights powers and privileges of stockholder or owner, including the right to transfer any convey the said stock or other securities to one more persons, firm, associations or corporations subject to voting trust or other agreements placing in such persons voting or other powers in

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TALLAHASSEE FLORIDA

respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real personal or mixed, or any interests of rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens personal property and real estate of every kind and nature whatsoever; to act as a broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take take acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government of authority, individual or corporation.

d) To carry on the business of a holding and to purchase and acquire any mercantile or commercial business, trade or enterprises permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drain, bulkheads and connections therewith, to use any appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick and supplies whatsoever; to make all manner or river and harbor improvement; to engage in the building of buildings and repairing of vessels, ship, boats, crafts and to do all manner construction.

f) To engage in the sales and commission business in the representation of factories, wholesalers and business which require the use and services of a sales and commissions agency and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency; which said agency will operate both within and without the continental limits of the United States of America.

g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equipment, construct and repair buildings and to carry on the general contracting and construction business; to have all powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

i) Generally, to make and perform contract of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereinafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into Six

Hundred----- shares (600) shares of stock of the par value of one dollar each per share, all of the one class, namely Common Stock, and having an aggregate par value of Six

Hundred Dollars-----
All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of Capital with which this Corporation shall began business shall be no less than Six Hundred Dollars-----

ARTICLE V

The principal place of business of the Corporation shall be at
957 N.W. 132nd Ct. Miami, Florida 33182
with the privilege of having branch office within and without
the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The name and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chose, shall be:

ARTURO AROCHA 16306 S.W. 97 Terr Miami, Fl. Director
33196

JANUSZ IWANOWSKI 957 N.W. 132nd CT MIAMI Director
FL. 33182

JOSE FIDALGO 8522 N.W. 1st Terr Miami, Director
Fl. 33126

ARTICLE VIII

The number of Directors of the Corporation shall be no less
than three (3) nor more than Fifteen (15)

ARTICLE IX

The names and post office addresses of the President, Secretary Vice-President and Treasury, who shall hold office until their sucesors are elected or appointed or have qualified are:

ARTURO AROCHA 16306 S.W. 97 Terr. Miami, Fl. President
33196 Vice-President

JANUSZ IWANOWSKI 957 N.W. 132nd CT. MIAMI, Secretary
FLA. 33182

JOSE FIDALGO 8522 N.W. 1st. Terr Miami, Fl Treasurer
33126

ARTICLE X

The names and post office addresses of each subscriber and the number of Shares of Stocks which each agrees to take care:

ARTURO AROCHA	Shares 200
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JANUSZ IWANOSWKI	Shares 200
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JOSE FIDALGO	Shares 200
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Total Shares: 600 Shares

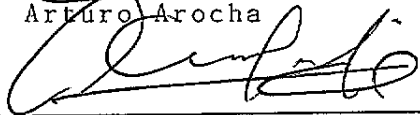
all of the preceeds of which amount to at lease \$600.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
and acknowledged, to be filed in the office of the Secretary
of State for the foregoing Certificate of Incorporation, this
2nd day of February, 2001.




(Seal)

Arturo Arocha



(Seal)

Janusz Iwanowski



(Seal)

Jose Fidalgo


COUNTY OF MIAMI DADE)

STATE OF FLORIDA

) ss
)

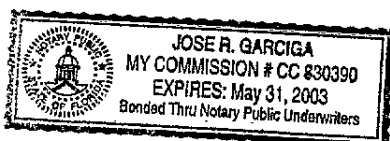
BEFORE ME, the undersigned authority, duly authorized to ad-
minister oaths and take acknowledgements, personally appeared,
Arturo Arocha, Janusz Iwanowski and Jose Fidalgo-----
and each severally acknowledged me that they signed the fore-
going Certificate of Incorporation for the purpose therein ex-
pressed:

WITNESS my hand and official seal at the City of County of
Miami Dade of State of Florida USA, this 19 day of February
2001


Notary Public at Large

My commission Expires:

I KNOW personally Mr
A. Arocha, Mr J. Iwanowski
AND Mr J. Fidalgo




CERTIFICATE OF DESIGNATION
REGISTERED AGENT REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office registered agent, in the State of Florida.

1. The Name of Corporation is: WSCAM, INC
2. The name and address of the registered agent and office is:

JANUSZ IWANOWSKI
Name

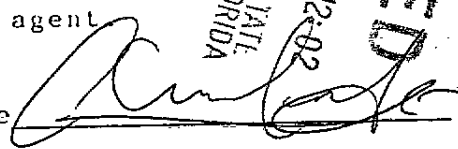
957 N.W. 32nd TERR MIAMI, FL. 33182
Address

Signature 
Corporate Officer

Title SECRETARY

Date 2/2/2001

Having been named as registered agent and to accept service process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment 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 

Date 2/2/2001

