

File 24921

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)

100003818591--3

-03/08/01--01050--004

*****78.75 *****78.75

OFFICE USE ONLY

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

1. *W & F CORPORATION*

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



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

FILED
01 MAR -9 AM 11:12
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
01 MAR -8 AM 10:16
DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2001

LAZARUS

MIAMI, FL

SUBJECT: W & F CORPORATION
Ref. Number: W01000005285

We have received your document for W & F CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 001A00014260

RECEIVED
01 MAR -9 PM 2:33
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF

W & F INTERNATIONAL GROUP CORP.

FILED
01 MAR -9 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is:
W & F INTERNATIONAL GROUP CORP.

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 10,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - PRINCIPAL REGISTRATION OFFICE AND AGENT

The principal and registered street address of the office of this corporation is: 11031 NW 48 TERR MIAMI, FL. 33178

The name of the initial Registered Agent of this corporation is:

CARLOS FUSI

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation is (are):

CARLOS FUSI, P
LUISA FUSI, SEC
EMILIO GÜNTHER, VP
ALICIA GÜNTHER, T

ARTICLE VII - INCORPORATOR

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

CARLOS FUSTI
11031 NW 48 TERR
MIAMI FL 33178

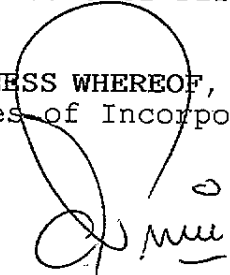
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - BY LAWS

The power to adopt, alter, 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 5th day of March, 2001.



Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN

AGENT UPON WHOM PROCESS MAY BE SERVED

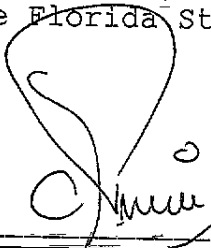
WITNESSETH:

W & F INTERNATIONAL GROUP CORP.

That _____ 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 CARLOS FUSTI as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of W & F CORPORATION, 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 5th day of March, 2001.



Registered Agent

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01 MAR -9 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA