

PO1000046032

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900004134259--4
-05/03/01--01112--018
****122.50 ****78.75

SUBJECT:

WAYNE SHORTER, Inc.

(Proposed corporate name - must include suffix)

EFFECTIVE DATE

05/01/01

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

M. TACHIBANA, C.P.A., P.A.

Name (Printed or typed)

1000 Quayside Terr. Ste# 1608

Address

Miami, FL 33138

City, State & Zip

(305) 895-4000

Daytime Telephone number

FILED
01 MAY - 3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/8/01

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
WAYNE SHORTER, INC.

FILED
01 MAY -3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

EFFECTIVE DATE

05/01/01

The name of this corporation is WAYNE SHORTER, INC. The mailing address of the corporation is 1000 Quayside Terrace, Suite# 1608, Miami, Florida 33138.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1000 Quayside Terrace, Suite# 1608, Miami, Florida 33138 and the name of the initial registered agent of this corporation at this address is Wayne Shorter.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial director of this corporation is:

Wayne Shorter
1000 Quayside Terrace, Suite# 1608
Miami, Florida 33138

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Wayne Shorter
1000 Quayside Terrace, Suite# 1608
Miami, Florida 33138

ARTICLE IX - AMENDMENT

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

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation this 1st day of May, 2001.


Wayne Shorter, Subscriber

State of Florida)
) ss
County of Dade)


Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Wayne Shorter known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

FILED

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 1st of May, 2001.

01 MAY -3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

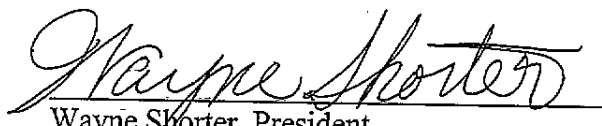



Notary Public
State of Florida

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

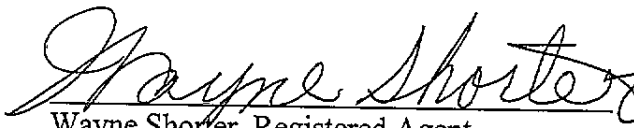
In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That WAYNE SHORTER, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami Dade, State of Florida, has named Wayne Shorter located at 1000 Quayside Terrace, Suite# 1608, Miami, Florida 33138 as its agent to accept service of process within this state.


Wayne Shorter, President
1st May 2001

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Wayne Shorter, Registered Agent
1st May 2001