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BASIC AMENDMENT

WVG HOLDINGS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

Amended
+ Restated

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2001

WVG HOLDINGS, INC.
6851 SW 31 ST
MIAMI, FL 33155

SUBJECT: WVG HOLDINGS, INC.
REF: P01000047874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000066104
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 15, 2001 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: WVG HOLDINGS, INC.

Old Name:

Article II. Address

The mailing address of the Corporation is:

WVG HOLDINGS, INC.

6851 SW 31 Street

Miami FL 33155

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

William Sancho

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

William Sancho
6851 SW 31 Street
Miami FL 33155

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

WVG HOLDINGS, INC.

By: 

Name: William Sancho

Title: DIRECTOR/PRESIDENT

Date: May 15, 2001

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
WVG HOLDINGS, INC.

REGISTERED AGENT/OFFICE:
William Sancho
6851 SW 31 Street
Miami FL 33155

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WILLIAM SANCHO

Date: May 15, 2001

Corporate Creations International Inc.
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Miami Beach FL 33139
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