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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : YESIT J. CAMPO, P.A.  
Account Number : I20000000190  
Phone : (305) 593-2003  
Fax Number : (305) 593-0066

FLORIDA PROFIT CORPORATION OR P.A.

W&E ELECTRIC GROUP CORP

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 23 PM 12:40

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B. McKnight MAY 23 2001

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## **CERTIFICATE OF INCORPORATION**

**OF**

### **W & E ELECTRIC GROUP CORP**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

#### **ARTICLE I - NAME**

The name of the corporation shall be:

**W& E ELECTRIC GROUP CORP**

#### **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

251 Crandon Blvd Suite 726  
Key Biscayne, Fl 33149

#### **ARTICLE III - PURPOSE**

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

#### **ARTICLE IV- CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

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

Prepared by: Yesit J. Campo, P. A.  
9572 NW 41<sup>st</sup> Street  
Miami, FL 33178  
(305) 593-2003

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#### ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Eduardo Orozco  
251 Crandon Blvd Suite 726  
Key Biscayne, Fl 33149

#### ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initially directors of this corporation are:

Eduardo Orozco  
President

251 Crandon Blvd Suite 726  
Key Biscayne, Fl 33149

#### ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator to these articles is:

Eduardo Orozco  
251 Crandon Blvd Suite 726  
Key Biscayne, Fl 33149

#### ARTICLE IX – INDEMNIFICATION

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

#### ARTICLE X – BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 16<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Eduardo Orozco

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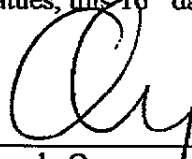
**CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSED:**

That W & E ELECTRIC GROUP CORP desiring to organize under the laws of the state of Florida has appointed Eduardo Orozco of 251 Crandon Blvd, Suite 726, Key Biscayne, Fl 33149 as registered agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named by the first board of directors of W& E ELECTRIC GROUP CORP to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 16<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Eduardo Orozco  
Registered Agent

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