

**GRUSHOFF & POSADA, INC.**  
*Accountants and Tax Consultants*  
**PO2000063306**

May 5, 2002

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

Re: Wagner Ramirez & Associates, Inc.


700005725347--1  
-06/07/02--01032--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Ms./Sir:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75.

This represents the cost of Filing Fees, and Certified Copy of Incorporation and Fees for Registered Agent Designation for the above named corporation. If you have any questions or if I can be of any help, you can call me at (954) 792-7322.

Sincerely,

  
Rodrigo Posada

RP/cap

FILED  
02 JUN -7 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 6/7

# **ARTICLES OF INCORPORATION**

**OF**

## **WAGNER RAMIREZ & ASSOCIATES, INC.**

The under signed subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

### **ARTICLE 1 - CORPORATE NAME**

The name and address of the corporation is:

Wagner Ramirez & Associates, Inc.  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, Fl 33069

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### **ARTICLE 11 - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

### **ARTICLE 111 - PURPOSE**

The corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

### **ARTICLE 1V - CAPITAL STOCK**

The corporation is authorized to issue twenty five hundred (2500) shares of one dollars (\$1.00) par value Common Stock, which shall be designated "Common Shares".

## **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

Rodrigo Posada  
715 N Bel Air Drive  
Plantation, FL 33317

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have eleven (11) 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 names and addresses of the initial directors of the corporation are as follow:

Bernardo Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Mireya Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Javier Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Esperanza Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Hector Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Alonso Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Oscar Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Elizabeth Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Diego Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Jorge Armando Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Cristian Camilo Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

## ARTICLE V11 - INCORPORATORS

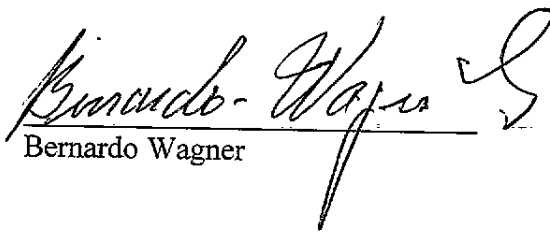
The name and address of the person signing these Articles of Incorporation is as follows:

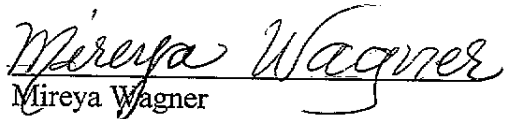
Bernardo Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

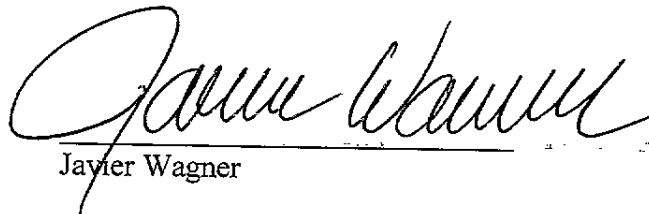
Mireya Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

Javier Wagner  
2314 S. Cypress Bend Dr., # 714  
Pompano Beach, FL 33069

The undersigned subscribers have executed these Articles of Incorporation this 5th day of June, 2002 .

  
Bernardo Wagner

  
Mireya Wagner

  
Javier Wagner

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

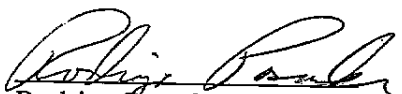
JAVIER RAMIREZ & ASSOCIATES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes sections 48.091 AND 607.034, the following is submitted: The above corporation, desires to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 715 N. Bel Air Drive, Plantation, Florida, has named Rodrigo Posada located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

  
Rodrigo Posada

June 5, 2002