

P020000077702

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000170223 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.
Account Number : 104076000124
Phone : (305) 476-7100
Fax Number : (305) 476-7102

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 23 PM 3:39

FILED

DOMESTICATION

WANDOR INTERNATIONAL CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$137.50

Electronic Filing Menu

Corporate Filing

Public Access Help

8/7/02

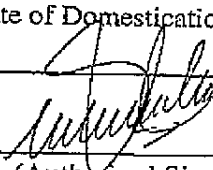
FILED
02 JUL 23 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, MOISES BERACHA, DIRECTOR
(Name) (Title)
of WANDOR INTERNATIONAL LIMITED, a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was OCTOBER 6, 1999.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was BRITISH VIRGIN ISLANDS.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was WANDOR INTERNATIONAL LIMITED.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is WANDOR INTERNATIONAL CORPORATION.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was BRITISH VIRGIN ISLANDS.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am DIRECTOR, of WANDOR INTERNATIONAL LIMITED
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 22nd. day of JULY, 2002.


(Authorized Signature)
MOISES BERACHA, DIRECTOR

Audit No.: H02000170223 0
This instrument prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reiningor Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd. Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

JUL-23-02 TUE 01:45 PM

FAX NO.

P. 03

Audit No.: H02000170223 0

FILED
02 JUL 23 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WANDOR INTERNATIONAL CORPORATION

The undersigned, acting as incorporator of WANDOR INTERNATIONAL CORPORATION, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

WANDOR INTERNATIONAL CORPORATION

and the principal place of business is:

1091 Waterside Lane
Hollywood, Florida 33019

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

Audit No.: H02000170223 0
This instrument prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.: H02000170223 0

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2nd Floor, Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

Audit No.: H02000170223 0
This instrument prepared by;
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.: E02000170223 0

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Moises Beracha
1091 Waterside Lane
Hollywood, Florida 33019

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

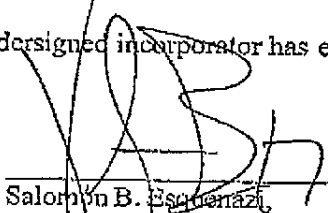
Audit No.: E02000170223 0
This instrument prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.: H02000170223 0

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of June, 2002.



Salomon B. Esquenazi
Incorporator

Audit No.: H02000170223 0
This instrument prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

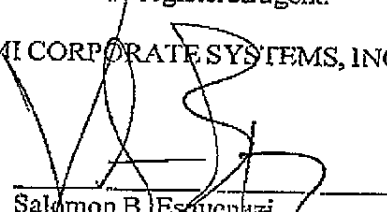
Audit No.: H02000170223 0

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent form WANDOR INTERNATIONAL CORPORATION in the foregoing Articles of Incorporation, MIAMI CORPORATE SYSTEMS, INC., hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By:


Salomon B. Esquenazi
Assistant Vice-President

292057.doc

FILED
02 JUL 23 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No.: H02000170223 0
This instrument prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100