

NOV-21-2002 16:22 FROM:

TO: Department of State P.001/005

Division of Corporations

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TALLAHASSEE, FLORIDA

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To:

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

From:

Account Name : MANUEL ALONSO-POCH, P.A.
Account Number : I19990000228
Phone : (305) 448-4053
Fax Number : (305) 443-0903

FLORIDA PROFIT CORPORATION OR P.A.

WELCHEZ, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

NOV-21-2002 16:22 FROM:

TO: Department of State P.002/005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WELCHEZ, INC.**

The undersigned incorporator hereby forms the following Corporation under the laws of the State of Florida.

**ARTICLE I:
NAME and ADDRESS**

The name of this corporation is **WELCHEZ, INC.**
7535 S. Waterway Drive Miami, Florida 33155

**ARTICLE II:
PURPOSE**

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

**ARTICLE III:
CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue seven thousand five hundred (7500) shares of common stock with one dollar par value. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

**ARTICLE IV:
TERM OF EXISTENCE**

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V:
REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be Mario Aguirre 7535 S. Waterway Drive Miami, Florida 33155.

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**ARTICLE VI:
DIRECTORS**

This corporation shall have at least one director initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

Jose Raul Welchez 7535 S. Waterway Drive Miami, Florida 33155.

**ARTICLE VII:
INCORPORATORS**

The name and street address of the incorporator is:

Jose Raul Welchez 7535 S. Waterway Drive Miami, Florida 33155.

**ARTICLE VIII:
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 he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX:
CUMULATIVE VOTING**

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

**ARTICLE X:
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

**ARTICLE XI:
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

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approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hands and seal this 12 day of July, 2002.


Jose Raul Welch

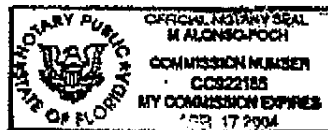
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, Mario Aguirre, () who is personally known to me, () or who produced passport as identification and who did take an oath and are known to be the persons described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of July, 2002.

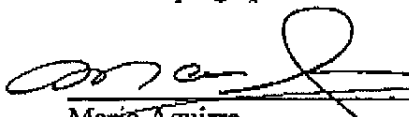

NOTARY PUBLIC,
STATE OF FLORIDA, at large.

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Mario Aguirre,
Registered Agent

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

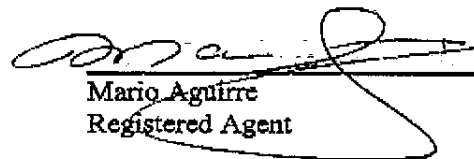
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That WELCHEZ, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 7535 S. Waterway Drive Miami, Florida 33155, has named Mario Aguirre, 7535 S. Waterway Drive Miami, Florida 33155, as its agent to accept service of process within Florida.

Dated: July 12, 2002


Jose Raul Welch,
Incorporator

That having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Mario Aguirre
Registered Agent