

P05000029664

CARLOS M. ALEMAN
148 N.W. 60 AVE.
MIAMI, FL 33126

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
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February 17, 2005

CARLOS M. ALEMAN
148 N.W. 60 AVE.
MIAMI, FL 33126

SUBJECT: J.W.C.S. INVESTMENTS, INC.
Ref. Number: W05000008482

We have received your document for J.W.C.S. INVESTMENTS, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 805A00011444

ARTICLES OF INCORPORATION
OF
J.W.C.S. INVESTMENT, INC.

CLERK OF STATE
TALLAHASSEE, FLORIDA

05 FEB - 8 PM 3:50

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THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY A SERVICE CORPORATION FOR PROFIT UNDER CHAPTER 607 OF FLORIDA STATUTES.

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS J.W.C.S. INVESTMENT INC. (HEREINAFTER, "CORPORATION").

ARTICLE II - PURPOSE OF BUSINESS

THE CORPORATION SHALL ENGAGE IN THE PRACTICE OF INVESTMENT.

ARTICLE III - PRINCIPAL OFFICE

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 8921 S.W. 176 ST, PAMETTO BAY, FL. 33157-5844 AND MAILING ADDRESS IS THE SAME.

ARTICLE IV - INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

CARMELO J. SAAVEDRA
8921 S.W. 176 ST
PALMETTO BAY, FL. 33157-5844

ARTICLE V - OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT: JOHN M. WIRSHING
SECRETARY: CARMELO J. SAAVEDRA
TREASURER: JOHN M. WIRSHING
VICE PRESIDENT: CARMELO J. SAAVEDRA

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE VI – DIRECTOR(S)

THE DIRECTORS(S) OF THE CORPORATION SHALL BE:

**JOHN M. WIRSHING
CARMELO J. SAAVEDRA**

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION

ARTICLE VII – CORPORATE

CAPITALIZATION

7.1 THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMO STOCK, EACH SHARE HAVING THE PAR VALUE OF ONE DOLLAR (1.00).

7.2 NO HOLDER OF SHARES OF STOCK OF ANY CLASS SHALL HAVE ANY PREEMPTIVE RIGHT TO SUBSCRIBE TO OR PURCHASE ANY ADDITIONAL SHARES OF ANY CLASS, OR ANY BONDS OR CONVERTIBLE SECURITIES OF ANY NATURE; PROVIDE, HOWEVER, THAT THE BOARD OF DIRECTOR(S) MAY, IN AUTHORIZING THE ISSUANCE OF SHARES OF STOCK OF ANY CLASS, CONFER ANY PREEMPTIVE RIGHT THAT THE BOARD OF DIRECTORS(S) MAY DEEM ADVISABLE IN CONNECTION WITH SUCH ISSUANCE.

7.3 THE BOARD OF DIRECTORS(S) OF THE CORPORATION MAY AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OF HEREAFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED FOR SUCH CONSIDERATION AS THE BOARD OF DIRECTORS(S) MAY DEEMAD VISABLE, SUBJECT TO SUCH RESTRICTIONS OR LIMITATIONS, IF ANY, AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION.

7.4 THE BOARD OF DIRECTORS(S) OF THE CORPORATION MAY, BY RESTATED ARTICLES OF INCORPORATION, CLASSIFY OR RECLASSIFY ANY UNISSUED STOCK FROM TIME TO TIME BY SETTING OF CHANGING THE PREFERENCES, CONVERSIONS OR THE RIGHT, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, OR TERM OR CONDITIONS OF REDEMPTION OR THE STOCK.

ARTICLE VIII – SUB-CHAPTER S CORP.

THE CORPORATION MAY ELECT TO BE AN S CORPORATION, AS PROVIDED IN SUB-CHAPTER S OF INTERNAL REVENUE CODE OF 1986 AS AMENDED.

8.1 THE SHAREHOLDERS OF THIS CORPORATION MAY ELECT AND, IF ELECTED, SHALL CONTINUE SUCH ELECTION TO BE AN S CORPORATION AS PROVIDED IN SUB-CHAPTER S OF INTERNAL REVENUE CODE OF 1986, AS AMENDED, UNLESS THE SHAREHOLDERS OF THE CORPORATION UNANIMOUSLY AGREE OTHERWISE IN WRITIN

8.2 AFTER THIS CORPORATION HAS ELECTED TO BE AN S CORPORATION, NONE OF THE SHAREHOLDERS OF THIS CORPORATION, WITHOUT THE WRITTEN CONSENT OF ALL THE SHAREHOLDERS OF THIS CORPORATION SHALL TAKE ANY ACTION, OR MAKE ANY TRANSFER OR OTHER DISPOSITION OF THE SHAREHOLDERS' SHARES OF STOCK IN THE CORPORATION, WHICH WILL RESULT IN THE TERMINATION OR REVOCATION OF SUB-CHAPTER S ELECTION TO BE AN S CORPORATION, AS PROVIDED IN SUB-CHAPTER S OF THE INTERNAL REVENUE CODE 1986, AS AMENDED.

8.3 ONCE THE CORPORATION AS ELECTED TO BE AN S CORPORATION, EACH SHARE OF STOCK ISSUED BY THIS CORPORATION SHALL CONTAIN TE FOLLOWING LEGEND:

"THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE CAN NOT BE TRANSFERRED IF SUCH TRANSFER WOULD VOID THE ELECTION OF THE CORPORATION TO BE TAXED UNDER SUB-CHAPTER S OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED"

ARTICLE IX – SHAREHOLDERS'

RESTRICTIVE AGREEMENT

ALL THE SHARES OF STOCK OF THIS CORPORATION MAY BE SUBJECT TO A SHAREHOLDERS' RESTRICTIVE AGREEMENT CONTAINING NUMEROUS RESTRICTIONS ON THE RIGHT OF SHAREHOLDERS OF THE CORPORATION AND TRANSFERABILITY OF THE SHARES OF STOCK OF THE CORPORATION. A COPY OF THE SHAREHOLDERS' RESTRICTIVE AGREEMENT, IF ANY IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE X – POWERS OF CORPORATION

THE CORPORATION SHALL HAVE THE SAME POWERS AS AND INDIVIDUAL TO DO ALL THINGS NECESSARY OR CONVENIENT TO CARRY OUT ITS BUSINESS AND AFFAIRS, SUBJECT TO ANY LIMITATIONS OF RESTRICTIONS IMPOSED BY APPLICABLE LAW OR THESE ARTICLES OF INCORPORATION.

ARTICLE XI - REGISTERED OWNERS(S)

THE CORPORATION, TO THE EXTENT PERMITTED BY LAW, SHALL BE ENTITLED TO TREAT THE PERSON IN WHOSE NAME ANY SHARE OF RIGHT IS REGISTERED ON THE BOOKS OF THE CORPORATION AS THE OWNER THERETO, OR ALL PURPOSES, AND EXCEPT AS MAY BE AGREED IN WRITING BY THE CORPORATION, THE CORPORATION SHALL NOT BE BOUND TO RECOGNIZE ANY EQUITABLE OR OTHER CLAIM TO, OF INTERESTIN, SUCH SHARE OR RIGHT ON THE PART OF ANY OTHER PERSON, WHETER OR NOT THE CORPORATION SHALL HAVE NOTICE THEREOF. THE INITIAL ADDRESS OF REGISTERED OFFICE OF THIS CORPORATION CARMELO J. SAAVEDRA AT 8921 S.W. 176 ST. PALMETTO BAY , FL. 33157 THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION IS CARMELO J. SAAVEDRA AT 8921 S.W. 176 ST. PALMETTO BAY, FL. 33157.

ARTICLE XII - BYLAWS

THE BOARD OF DIRECTOR(S) OF THE CORPORATION SHALL HAVE POWER, WITHOUT THE ASSENT OF VOTE THE SHAREHOLDERS, TO MAKE, ALTER, AMEND OF REPEAL THE BYLAWS OF CORPORATION, BUT THE AFFIRMATIVE VOTE OF A NUMBER OF DIRECTOS(S) EQUAL TO A MAJORITY OF THE NUMBER WHO WOULD CONSTITUTE A FULL BOARD OF DIRECTOR(S) AT THE TIME OF SUCH ACTION SHALL BE NECESSARY TO MAKE ANY ACTION FOR THE MAKING, ALTERATION, AMENDMENT OF REPEAL OF THE BYLAWS.

ARTICLE XIII - EFFECTIVE DATE

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OF THE SECRETARY OF STATE OF FLORIDA.

ARTICLE XIV - AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR IN ANY AMENDMENT HERETO, OR TO ADD ANY PROVISION TO THESE ARTICLES OF INCORPORATION OR TO ANY AMENDMENT HERETO, IN ANY MANNER NOW OR HEREAFTER PRESCRIBED OR PERMITTED BY THE PROVISIONS OF ANY APPLICABLE STATUTE OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO ARE GRANTED SUBJECT TO THIS RESERVATION.

FROM :

FAX NO. : 3059694701

Feb. 28 2005 11:56AM P2

IN WITNESS WHERE OF, I HAVE REHEUNTO SET MY HAND AND SEAL
ACKNOWLEDGED AND FILE THE FOREGOIN ARTICLES OF INCORPORATION
UNDER THE LAW OF THE STATE OF FLORIDA THIS _____

BY:

CARLOS M. ALEMAN



Carlos M. Aleman
Commission #DD309833
Expires: May 27, 2008
Boulevard Tera
Atlantic Drivings Co., Inc.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION.

CARMELO J. SAAVEDRA CHARTERES, HAVING A BUSINESS OFFICE
IDENTICAL WITH THE REGISTERED OFFICE OF THE CORPORATION NAME
ABOVE, AND HAVING BEEN DESIGNATE AS THE REGISTERED AGENT IN THE
ABOVE AND FOREGOING ARTICLES OF INCORPORATION, IS FAMILIAR WITH
AND ACCEPTS THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT
UNDER THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES.

BY:

CARMELO J. SAAVEDRA

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05 FEB -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA