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OCT 13 PM 12:38  
TALLAHASSEE, FLORIDA  
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OCT 13 AM 10:49  
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10/18/06

**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. WESTERN PASS USA INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

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**NEW FILINGS**

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

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STATE OF FLORIDA  
CLERK OF THE COURT

**ARTICLES OF INCORPORATION OF WESTERN PASS USA, INC.**

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is WESTERN PASS USA INC. (hereinafter referred to as the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The initial address of the principal office of this Corporation is 6995 NW 82 Avenue, #36, Miami, FL 33166 and the initial mailing address of this Corporation shall be 6995 NW 82 Avenue, #36, Miami, FL 33166.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The primary purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the state of Florida.

**ARTICLE V - CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to issue is: 1000 (one thousand) and shall have no designated par value. Any further distribution of shares will be issued in the manner proscribed by the Board of Directors.

Notwithstanding, anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

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

The name of the initial registered agent of this corporation is Jose Marcos Correa, 6995 NW 82 Avenue, #36, Miami, FL 33166, upon whom process in any action or proceeding against this Corporation may be served.

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

This Corporation shall have two (2) initial Directors on the initial Board of Directors of this Corporation.

The initial Directors on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in the manner and at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of directors may be increased or decreased from time to time on accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding anything in these Articles of Incorporation, the number of Directors on the Board of Directors shall never be less than one (1). The names of the initial Directors on the initial Board of Directors of this Corporation are:

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
Jose Marcos Correa	Director	6995 NW 82 Avenue, #36, Miami, FL 33166
Nelsiane Inacio Rodrigues	Director	6995 NW 82 Avenue, #36, Miami, FL 33166

### **ARTICLE VIII – OFFICERS**

This Corporation shall have four initial offices and these offices shall be filled, as follows, until the first election of Officers to be held at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time:

President:	Nelsiane Inacio Rodrigues
Vice-president:	Jose Marcos Correa
Secretary:	Jose Marcos Correa
Treasurer:	Nelsiane Inacio Rodrigues

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Additional offices may be created in accordance with the bylaws.

### **ARTICLE IX - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, to the full extent permitted by the law.

### **ARTICLE X - INCORPORATOR**

In order to incorporate this Corporation and in order to effectuate the governance in accordance with these Articles of Incorporation, the undersigned incorporators acknowledge the above provisions with their respective signatures:

X

Incorporator

### **WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT**

I, Jose Marcos Correa, as the initial registered agent of this Corporation designated under Article VI of these Articles of Incorporation hereby acknowledge my duties as such registered agent and state that I am familiar with the laws of Florida Business Corporation Act.

X

Registered Agent