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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

WAHOO HOLDINGS USA INC.

Certificate of Status	0
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WAHOO HOLDINGS USA INC.

The undersigned Incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of this corporation shall be: WAHOO HOLDINGS USA INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 357 ALMERIA AVE, STE 1504, CORAL GABLES, FL 33134.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 100 shares common stock having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: PEDRO M. GALLINAR, 6701 SUNSET DRIVE, STE 101, MIAMI, FL 33143.

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRESIDENT

STEPHEN A. SCOTT

357 ALMERIA AVE

STE 1504

CORAL GABLES, FL 33134

TREASURER

CATHERINE L. FOX

357 ALMERIA AVE

STE 1504

CORAL GABLES, FL 33134

ARTICLE VIII


The name and address of the incorporator(s) to these Article of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.

2444 NW 7TH PLACE

MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 7th DAY OF OCTOBER, 2009.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

WAHOO HOLDINGS USA INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, 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.


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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