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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: WP MANAGEMNT AND INVESTMENT, CORP.  
FAX AUDIT NUMBER: 1195000001800 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/14/1995 TIME REQUESTED: 10:49:12  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION  
of

WP MANAGEMENT AND INVESTMENT, CORP.

I, THE UNDERSIGNED, JOSE PEDRON associate myself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WP MANAGEMENT AND INVESTMENT, CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To engage in any legal business.

b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.

c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

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Prepared by:

Alfredo Sanchez  
5200 SW 8th #202 A  
Miami, FL 33134  
305-445-9025

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**ARTICLE III****CAPITAL STOCK**

The authorized capital stock of this corporation shall be divided into 100 shares of common stock at NON PAR value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

**ARTICLE IV****CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED & NO/100 DOLLARS.

**ARTICLE V****CORPORATE EXISTING**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI****PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be 14748 S.W. 56 STREET, STD 136, MIAMI, FLORIDA 33185 and with the privilege of having branch offices at other places within or without the State of Florida.

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**ARTICLE VII**

The Resident Agent designated to accept service of process for the corporation shall be JOSE PEDRON.

**ARTICLE VIII**

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

**ARTICLE IX****DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
JOSE PEDRON	14748 S.W 56 ST, STD 136 MIAMI, FLORIDA 33185

**ARTICLE X**

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
JOSE PEDRON	PRESIDENT	14748 SW 56 ST STD 136 MIAMI, FLORIDA 33185

**ARTICLE XI**

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
JOSE PEDRON	14748 SW 56 ST STD 136 MIAMI, FLORIDA 33185	100

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## ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

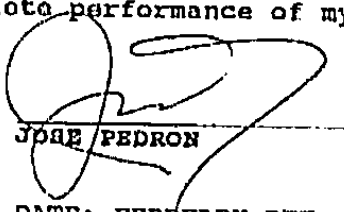
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that WP MANAGEMENT AND INVESTMENT, CORP. (name of the corporation) desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Coral Gables, State of Florida, has named JOSE PEDRON of 14748 SW 36 STREET STD 136, MIAMI, FLORIDA 33185 as its agent to accept service of process within Florida.

  
JOSE PEDRON  
CORPORATE OFFICER

DATE: FEBRUARY 7TH 1995

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

  
JOSE PEDRON

DATE: FEBRUARY 7TH, 1995

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## ARTICLE XIII

## ACKNOWLEDGMENT


STATE OF FLORIDA     )  
                               )    BB:  
 COUNTY OF DADE        )

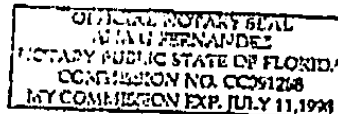
I HEREBY CERTIFY that on this 7TH DAY OF FEBRUARY 1995 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, JOSE PEDRON party to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Coral Gables, Dade County, Florida.

  
 Notary Public  
 State of Florida at Large

(My commission expires:

Subscribers:

  
 JOSE PEDRON, PRESIDENT



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