

P95000021877

Charter Number Only

01/14/95 Esther.

Ramsan Professional Services

Requester's Name
5849 W. Flagler St.

Address
Miami FL 33144

City State ZIP Phone
3225A

IDENTIFICATION ONLY

7000001432737
-03/17/95--01010--018
****122.50 ****122.50

CORPORATION(S) NAME

WORLD FINANCIAL INVESTMENTS CORP

FILED
MAR 17 1995
FBI - MIAMI

RECEIVED
Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

NOTED COPY

H. SIMS MAR 17 1995

ARTICLES OF INCORPORATION
OF
WORLD FINANCIAL INVESTMENTS CORP.

FILED
JAN 13 1963
CLERK OF COURT
JAN 13 1963

THE undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

THE name of the corporation is WORLD FINANCIAL INVESTMENTS CORP.

ARTICLE II

NATURE OF BUSINESS

THE corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

THIS DOCUMENT PREPARED BY:

LUIS ERNESTO RIVERA, P.A.
P. O. BOX 521531
MIAMI, FLORIDA 33152-1531
(305) 569-0663

FLORIDA BAR NO. 311049

ARTICLE III

CAPITAL STOCK

THE maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is One Hundred (100) Shares of Common Stock \$1.00 par value.

All stock is to be issued as fully paid and non-assessable.

ARTICLE IV

RESTRICTION AND ALIENATION OF STOCK

IN furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and conduct of the affairs of the corporation:

A. Any stockholder shall have the right and power without the consent of the other stockholders of the corporation to substitute for himself or themselves in the corporation other persons, whether they are stockholders or not, so long as the corporation or the then existing stockholders are first offered such stock. This does not limit the right of any stockholders of the corporation as a group for the sale of their stock, and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated and if such a sale cannot be consummated, then,

B. The party desiring to sell all or part of his stock shall

serve a notice upon all other stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of such of his stock, stating the number of shares to be sold, the name and address of the person(s) desiring to purchase same, and the sales price and terms of payment of such sale. Said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

C. For a period of thirty (30) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered. If the corporation fails to exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholders may exercise the option individually, or if more than one, then, on an equally proportionate basis within thirty (30) days after the termination of the corporation's option to redeem.

D. In the event that neither the corporation nor the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein, the offering stockholders shall be free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price upon the terms and conditions set forth in the offer; PROVIDED HOWEVER, that such disposition must be made within thirty

(30) days following the termination of the stockholder's offer.

ARTICLE V

POWERS

THE corporation shall have all powers conferred by these Articles, corporate By-Laws, and the laws of the State of Florida and the United States of America.

ARTICLE VI

TERM OF EXISTENCE

THE existence of the corporation is perpetual.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

THE name and address of the initial registered agent is William Ferrer, Jr., 3991 S. W. 128 Avenue, Miami, Florida 33175. The principal office of this corporation is located at 3991 S. W. 128 Avenue, Miami, Florida 33175.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

THE corporation shall have at least one (1) director but no more than three (3) directors. The number of directors may be either increased or decreased from time to time as provided in the By-Laws.

The name and address of the initial director who shall

hold office until the first shareholders meeting is William Ferrer, Jr., 3991 S. W. 128 Avenue, Miami, Florida 33175.

ARTICLE IX

INFORMAL ACTION OF DIRECTORS

IF all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X

INCORPORATOR

THE name and address of the Incorporator signing these Articles of Incorporation is William Ferrer, Jr., 3991 S. W. 128 Avenue, Miami, Florida 33175.

ARTICLE XI

INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

NO contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such corporation, and any Director or Directors, individually or

jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation, with any person or persons, firms or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is hereby relieved from any liability except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

Any person made a party to any action, suit or proceeding relating to the performance by him, his testator or intestate, of his duties as Director, Officer or employee of this corporation or any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Director, or employee is liable for gross negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director, Officer, or employee may be entitled to by law.

ARTICLE XII

THE stock of the corporation may be issued pursuant to the provisions under Section 1244 of the Internal Revenue Code in order for the stockholders of the corporation to receive the benefits thereunder.

ARTICLE XIII

AMENDMENT OF ARTICLES

THIS corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed and sealed these Articles of Incorporation this 9th day of March, 1995.



WILLIAM FERRER, JR.

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this date personally appeared WILLIAM FERRER, JR., before me, an Officer duly authorized to take acknowledgments and administer oaths in the State of Florida, to me well known to be the person described in or who has produced Florida driver's license as identification and who executed the

foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

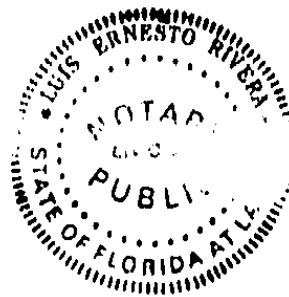
WITNESS my hand and official seal this 1st day of March, 1995, at Miami, Dade County, State of Florida.



NOTARY PUBLIC
Commission No. _____

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES OCT. 25, 1995
BONDED THRU GENERAL INS. UND.



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

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

FIRST: That **WORLD FINANCIAL INVESTMENTS CORP.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named **WILLIAM FERRER, JR.**, located at 3991 S. W. 128 Avenue, Miami, Florida 33175, as its Agent to accept service of process within Florida.



WILLIAM FERRER, JR.

TITLE: **DIRECTOR**

DATE: March 9, 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.



WILLIAM FERRER, JR.

DATE: March 9, 1995

Charter Number Only

P95000021877

Requester's Name
Ramsay
Address
5849 W. Flagler St.
MCCNN FL 33144
City State ZIP Phone

VALIDATION ONLY

100001507221
00/23/95 - 01036 - 036
*****35.00 *****35.00

CORPORATION(S) NAME

WORLD Financial Investments INC.
LA
Chicago

- () Profit () NonProfit () Amendment () Merger
() Foreign () Dissolution () Mark
() Limited Partnership () Annual Report (X) Other
() Reinstatement () Reservation (X) Change of Registered Agent
() Certified Copy () Photo Copies () Certificate Under Seal
() Call When Ready () Call If Problem () After 4:30
(X) Walk In () Will Wait (X) Pick Up () Mail

Name	8/23/95
Availability	
Document	ADH
Examiner	
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

CR2E031 (RS-85)

Toll Free: 1-800-432-3028

FILED
95 AUG 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 807.034 and 807.037, Florida Statutes, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement
for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is WORLD FINANCIAL INVESTMENTS CORP.

SECOND: The address of its present registered agent is 3991 S. W. 128 Avenue,
Miami, Florida 33175

THIRD: The address to which its registered agent is to be changed is 2700 Pignone Hill
Road, Kissimmee, Florida 34746

FOURTH: The name of its present registered agent is WILLIAM FERRER, JR.

FIFTH: The name of its successor registered agent is ALFREDO MELCHOR

SIXTH: The address of its registered office and the address of the business office of its registered agent,
as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.
Dated August 21, 19 95

WORLD FINANCIAL INVESTMENTS CORP.

(exact corporate name)

SIGNATURE Alfredo Melchor
(President or Vice-President)

DATE August 21, 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, AND I ACCEPT THE DUTIES AND OBLIGA-
TIONS OF SECTION 807.326 FLORIDA STATUTES.

SIGNATURE Alfredo Melchor
(Registered Agent)

FILING FEE: _____

DATE August 21, 1995

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

FILED
95 AUG 23 PM 2:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Charter Number Only

PA5000081877

Ramsan Professional Services

5849 W. Flagler St.

MIAMI FL 33144

City State ZIP Phone

261-3225A

ATION ONLY

100001564861
-08/21/95--01005--033
****07.50 ****07.50

CORPORATION(S) NAME

World Financial Investments Corp

Resignation
78

FILED
AUG 21 1995
CLERK OF STATE
TALLAHASSEE, FLORIDA

Toll Free: 1-800-432-5028

() Profit () NonProfit () Amendment () Merger

() Foreign () Dissolution () Mark

() Limited Partnership () Annual Report (X) Other OFFICER OF D
() Reinstatement () Reservation () Change of Registered Agent

() Certified Copy () Photo Copies () Certificate Under Seal

() Call When Ready () Call If Problem () After 4:30
(X) Walk In () Will Wait (X) Pick Up () Not On

Name	8/21/95
Availability	
Document	ADH
Examiner	
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

CR2E031 (R8-85)



FLORIDA DEPARTMENT OF STATE

George Firestone
Secretary of State

D.W. McKinnon, Director
Division of Corporations
904/488-9636

95 SEP 1 11 25 AM
RECEIVED
SECRETARY OF STATE
BUREAU OF CORPORATE RECORDS
904/488-9383

RESIGNATION OF OFFICER AND/OR DIRECTOR

A F F I D A V I T

STATE OF FLORIDA _____:

COUNTY OF DADE _____:

BEFORE ME, the undersigned authority, personally appeared
WILLIAM FERRER, JR. _____, who by me being first duly
sworn, says to the best of his knowledge, information and belief,
and under penalties of perjury:

1. That he has resigned as a Director and _____
_____ of WORLD FINANCIAL INVESTMENTS CORP.
(Name of Corporation)

a Florida corporation, effective July 22, 1995;

2. That the corporation has been notified in writing of the
resignation; and

3. That corporate minutes relating to the resignation are
unavailable.

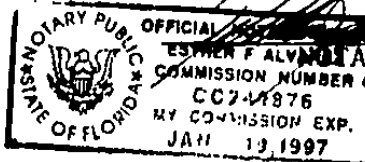
FURTHER AFFIANT SAYETH NOT.

[Signature]

WILLIAM FERRER, JR.
AFFIANT

Sworn to and subscribed before me this 17 day of August 1995.

My Commission Expires:



[Signature]

NOTARY PUBLIC

P95000021877

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued or such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: RAMSAN PROF. SERVICES, INC EIN or SS#: 59-2629020

Address: 5849 W FLAGLER STREET
MIAMI - FLORIDA 33144

Amount: \$52.50 Date Paid _____

Reason for claim: overpayment of filing fee for WORLD FINANCIAL INVEST-
MENTS CORP. (P95000021877)

A. Hoggan/ Amend Sec.

Certified true and correct this 28 day of November, 19 95.

Signature Esther M. Alvarez

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>52.50</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>01005.033</u> dated <u>8-21-95</u>	
Name of Account	<u>4520213000145300000000010000</u>
Statutory Authority for Collection	<u>607.0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>45202130001453000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)

P95000021877

World Financial Investments Corp.

6975 22nd Street N.
St. Petersburg, Florida 33624

April 12, 1997

Florida Department of State
Division of Corporation

Re: Change of address for FBIN# 65-0570975

Dear Mr. Steve Harris:

Please correct the mailing and principal address of World Financial Investments Corp. to:
6975 22nd Street N.
St. Petersburg, Florida 33624

Thanking you in advance.

Sincerely,



Avelino C. Barcia, Pres.

SH 4/15
Corp. Address Change

P95000021877

World Financial Investments Corp.

6975 22nd Street N
St. Petersburg, Florida 33624

April 12, 1997

Florida Department of State
Division of Corporation

Re: Change of address for FBIN# 65-0570975

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6975 22nd Street N
St. Petersburg, Florida 33624

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Sincerely,

Avelino C. Barcia

Avelino C. Barcia, Pres.

SH 4/15
Corp. Address Change