

P95000035797  
WORLDTECH INTERNATIONAL S.A. DE C.V.  
35797

WTI-67/95  
April 28, 1995

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

Att: Neysa Culligan

Re: Letter number : 995A00018572  
Reservation number: R 995000001759  
WTI International Corp.

100001484441  
-05/11/95--01029--023  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find check No. 1322 in the amount of \$122.50 to be applied toward the incorporation of:

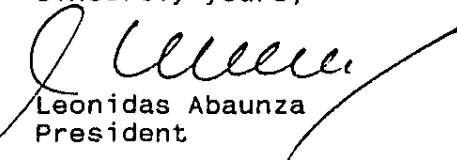
WTI INTERNATIONAL CORP.  
801 Brickell Ave., Suite 210  
Miami, Florida 33131  
Tel: (305) 374-3475

Also, enclosed are the Articles of Incorporation duly signed and notarized.

Once you have processed the registration, please send it by Federal Express and charge it to our Account No. 1119-1066-9.

Please contact the undersigned if you need additional information.

Sincerely yours,

  
Leonidas Abanza  
President

Enclosures

LA:frm

R59-1759  
SOL

FILED  
MAY -3 1995  
FBI - TAMPA

ARTICLES OF INCORPORATION

OF

WTI INTERNATIONAL CORP.

FILED  
MAY -3 PM 3:18  
1968  
TALLAHASSEE, FLA.

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is WTI INTERNATIONAL CORP.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in trade and any activity or business permitted under the laws of the United States and of this State. The corporate purposes of this Company will be: the production, manufacturing, distribution and commercialization of videocassettes, as well as all other activities related thereto, that are necessary to insure the best operation of the business of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is fifteen thousand (150,000) shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the board of directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized but unissued stock, such new class of stock or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sales, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - DIRECTORS

The corporation shall have six directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but the number of director shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The names and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

| <u>Name</u>      | <u>Address</u>  | <u>Office</u>             |
|------------------|---|---------------------------|
| Leonidas Abaunza | One Grove Aisle # 407<br>Coconut Grove, Fl. 33133     | President                 |
| Fabio Abaunza    | 540 Brickell Key Dr.<br>Apt. 1524<br>Miami, Fl. 33131 | V. President              |
| Al Esguerra      | 11798 SW 100 St.<br>Miami, Fl. 33186                  | V. President<br>Secretary |
| George Esguerra  | 6609 Acacia Ct.<br>Miami, Fl. 33143                   | V. President              |
| Armando Carrasco | La Fontaine 137<br>Col. Polanco<br>11550 Mexico D.F.  | Director                  |
| Patrick Wyss     | La Fontaine 137<br>Col. Polanco<br>11550 Mexico D.F.  | Director                  |

#### ARTICLE VIII - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other

corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

#### ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Name

Leonidas Abaunza

Address

801 Brickell Ave.  
Suite 210  
Miami, Fl. 33131

#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI - ADDRESS OF PRINCIPAL OFFICE

The initial street and address of the principal office of this corporation is to be at 801 Brickell Ave., Suite 210, Miami, Florida 33131. The Board of Director may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE XII - SERVICE OF PROCESS

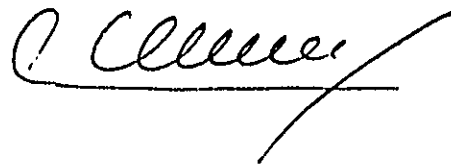
All legal service shall be made upon Leonidas Abaunza, the Register Agent, at 801 Brickell Ave., Suite 210, Miami, Florida 33131.

#### ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any or any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1st day of May, 1995.



STATE OF FLORIDA)  
                                  ) SS:  
COUNTY OF DADE    )

Before me personally appeared Leonidas Abaunza, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose there expressed.

Witness my hand and official seal in the county and state named above this 1<sup>st</sup> day of May, 1995.

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 31, 1995  
BONDED THRU GENERAL INS. UND.

 - CC116446

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

In pursuance of Chapter 48,091, Florida Statutes, the  
following is submitted, in compliance with said Act.

First -- That WTI INTERNATIONAL CORP.  
desiring to organize under the laws of the state of Florida  
with its principal office, as indicated in the articles of  
incorporation at city of Miami county of  
Dade, State of Florida  
has named LEONIDAS ABAUNZA  
located at 801 Brickell Ave., Suite 210, Miami, Florida 33131  
City of Miami, County of Dade  
State of Florida, as its agent to accept service  
of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By: [Signature]  
(Resident Agent)  
REC'D MAY 15 1961  
FILED  
MAY 15 1961  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
MIAMI

P95000035797



INTERNATIONAL CORP.

FILED  
DEC-5 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WTI-229/95  
November 30, 1995

200001653402  
-12/05/95--01087--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
409 East Gains St.  
Tallahassee, Florida 32399

Dear Sirs:

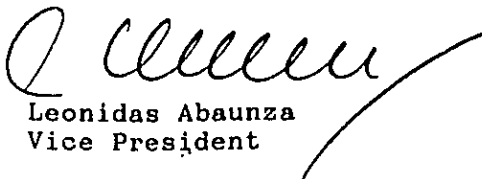
Enclosed please find check No. 1002 in the amount of \$35.00 to file Amendment to Certificate and Articles of Incorporation of WTI International Corp.

If you should have any questions, please feel free to contact the undersign during office hours at (305) 374-3475.

Thank you in advance for your attention, we remain

Sincerely,

WTI INTERNATIONAL CORP.

  
Leonidas Abaunza  
Vice President

Enclosure

LA:frm

Amend.

W/S DEC 1 1 1995

AMENDMENT TO  
CERTIFICATE AND ARTICLES OF INCORPORATION OF  
WTI INTERNATIONAL CORP.

FILED  
95 DEC -5 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being all of the shareholders of WTI INTERNATIONAL CORP., joined by all the directors of the corporation, hereby manifest their intention that an amendment be made to Articles III - Capital Stock and Article VII Initial Directors of the Articles of Incorporation of WTI INTERNATIONAL CORP. filed on the 3rd. day of May, 1995, with the Department of State of the State of Florida, and that said amendment be filed in compliance with the provisions of Section 607.187 of the Florida statutes.

Said Article III and Article VII of the Articles of Incorporation shall be amended to read as follows:

ARTICLE III - CAPITAL STOCK

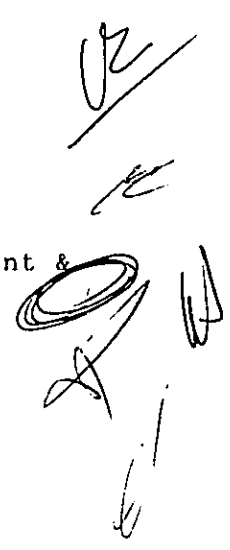
The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,150,000 shares of common stock, each share having no par value.

Shares may be issued only for a consideration having a value, in the judgment of the board of Directors, at least equivalent to the full par value of the stock to be issued. All share issued shall be fully paid and non-assessable.

ARTICLE VII - ~~INITIAL~~ DIRECTORS

The name and street address of the ~~First~~ Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

| <u>NAME</u>      | <u>ADDRESS</u>  | <u>OFFICE</u>               |
|------------------|---|-----------------------------|
| Armando Carrasco | La Fontaine 137<br>Col. Polanco<br>11550 Mexico D.F.  | President                   |
| Leonidas Abaunza | One Grove Isle # 407<br>Coconut Grove, Fl. 33133      | V. President &<br>Secretary |
| Fabio Abaunza    | 540 Brickell Key Dr.<br>Apt. 1524<br>Miami, Fl. 33131 | Director                    |






|                   |  |                                  |
|-------------------|--|----------------------------------|
| Oscar A. Esguerra | 11798 SW 100 St.<br>Miami, Fl. 33186                 | V. President &<br>Ass. Secretary |
| George Esguerra   | 6609 Acacia Ct.<br>Miami, Fl. 33143                  | Director                         |
| Patrick Wyss      | La Fontaine 137<br>Col. Polanco<br>11550 Mexico D.F. | Director                         |

As evidence of the unanimous adoption of the foregoing resolution, we attach and make a part hereof, the unanimous resolution showing the signatures of all Stockholders and Directors of the above-mentioned corporation.

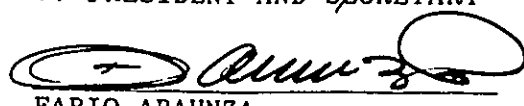
IN WITNESS WHEREOF, WTI INTERNATIONAL CORP., has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 14th day of November, 1995.

(CORPORATE SEAL)

WTI INTERNATIONAL CORP.

  
ARMANDO CARRASCO  
PRESIDENT

  
LEONIDAS ABAUNZA  
V. PRESIDENT AND SECRETARY

  
FABIO ABAUNZA  
DIRECTOR

  
OSCAR A. ESGUERRA  
V. PRESIDENT AND ASST. SEC.

  
GEORGE ESGUERRA  
DIRECTOR

  
PATRICK WYSS  
DIRECTOR

MINUTES OF ORGANIZATION MEETING OF  
INCORPORATORS AND DIRECTORS  
OF  
WTI INTERNATIONAL CORP.

The organization meeting of the Incorporators and Directors named in the amendment to the Articles of Incorporation of the above-described corporation, was held at the offices of the Corporation in Miami, Florida on the 14th day of November, 1995, at 9:00 o'clock A.M. Armando Carrasco Zanini an Incorporator, named in the Articles of Incorporation, called the meeting to order.

Armando Carrasco Zanini was nominated and elected Chairman and acted as such until relieved by the President.

Leonidas Abaunza was nominated and elected temporary Secretary, and acted as such until relieved by the permanent Secretary.

The Secretary then called the roll and found that the following Incorporators and Directors named in the Articles of Incorporation were present in person:

Armando Carrasco Zanini  
Patrick Wyss

Alfonso Esguerra  
George Esguerra

Fabio Abaunza  
Leonidas Abaunza

The Secretary then presented and read to the meeting a Waiver of Notice of Meeting, subscribed to by all the Directors of the Corporation, and it was ordered that it be appended to the Minutes of this meeting.

The Secretary then presented and read to the meeting a copy of the amendment to the Articles of Incorporation of the Corporation and reported that on the 14th day of November, 1995, the original thereof was duly filed by the office of the Secretary of State of the State of Florida.

Upon motion duly made, seconded and carried, it was

RESOLVED, that said report be adopted and the Secretary is directed to append to these minutes a copy of the amendment to the Articles of Incorporation.

The following were duly nominated and, a vote having been taken, were elected officers of the Corporation to serve for a period of two years and until such time as their successors are duly elected and qualified:

|                                     |                   |
|-------------------------------------|-------------------|
| President:                          | Armando Carrasco  |
| Vice-President &<br>Secretary       | Leonidas Abaunza  |
| Vice-President &<br>Asst. Secretary | Oscar A. Esguerra |
| Director                            | Fabio Abaunza     |
| Director                            | George Esguerra   |
| Director                            | Patrick Wyss      |

The President and Secretary thereupon assumed their respective offices in place and stead of the temporary Chairman and the temporary Secretary.

The President presented and read, Article by Article, the proposed By-Laws for the conduct and regulation of the business and affairs of the Corporation as prepared by Antonio R. Zamora counsel for the Corporation.

Upon motion duly made, seconded and carried, they were adopted and in all respects, ratified, confirmed and approved, as and for the By-Laws of this Corporation.

The Secretary was directed to cause them to be inserted in the Minutes Book of the Corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the margin of the minute book, be and the same hereby is adopted as the Seal of this Corporation, and further

RESOLVED, that the President and Secretary be and they hereby are authorized to issue certificates for shares in the form as submitted to this meeting and appended to the minutes of this meeting, and further

RESOLVED, that the share and transfer book now presented at this meeting be and the same hereby is adopted as the share and transfer book of the Corporation. The Secretary was directed to attach a form of stock certificate to these Minutes.

The Chairman then stated that due to the change from par value shares to no par value shares, a total of 1,150,000 no par value are hereby authorized and the original subscribers are returning the par value stock certificates to be nulled and void. Upon motion duly made and seconded, it was,

RESOLVED, to issue 1,150,000 shares of no par value and to null and void the par vale shares certificates.

There was presented, to the Corporation, the following offer(s) to purchase shares of capital stock:

| <u>FROM</u>  | <u>NO. OF<br/>SHARES</u> | <u>CAPITAL</u>    | <u>%</u>      |
|--|--------------------------|-------------------|---------------|
| MFI HOLDING, S.A de C.V.<br>represented by Mr. Armando<br>Carrasco-Zanini Rincon | 517,500                  | \$517,500.00      | 45.00%        |
| CANTON INVESTMENTS N.V.  | 158,125                  | 158,125.00        | 13.75%        |
| CANTON INVESTMENTS N.V.  | 158,125                  | 158,125.00        | 13.75%        |
| OSCAR ALFONSO ESGUERRA   | 158,125                  | 158,125.00        | 13.75%        |
| JORGE ENRIQUE ESGUERRA   | <u>158,125</u>           | <u>158,125.00</u> | <u>13.75%</u> |
| TOTAL  | 1,150,000                | \$1,150,000.00    | 100.00%       |

ONE MILLION ONE HUNDRED AND FIFTY THOUSAND SHARES  
ONE MILLION ONE HUNDRED AND FIFTY THOUSAND DOLLARS, U.S

RESOLVED, that the Board of this Corporation has determined that the consideration offered was of value of at least equal to the full amount of value of the stock to be issued therefor; that each such offer therefor accepted and that upon delivery, in full, to the Corporation of the consideration offered, then an appropriate stock certificate be issued in favor of each offeror as soon as possible to reflect ownership of the shares so purchased and that each offeror thereupon constitute the stockholders of this Corporation.

The President presented a motion to designate the Executive Committee.

Upon motion duly made, seconded and carried, the following members were designated to integrate the Executive Committee:

PRINCIPAL MEMBER

Armando Carrasco Zanini  
Leonidas G. Abaunza  
O. Alfonso Esguerra

ALTERNATE MEMBER

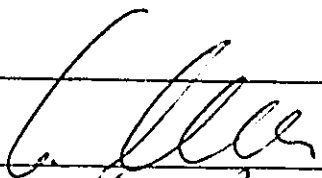
Patrick R.L. Wyss  
Fabio I. Abaunza  
Jorge E. Esguerra

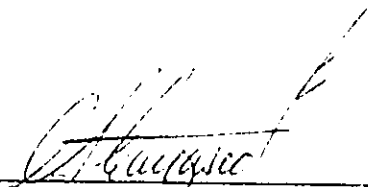
The executive committee will carry similar responsibilities to the ones established for the Board of Directors in the Corporation By-Laws.

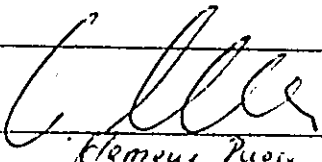
FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

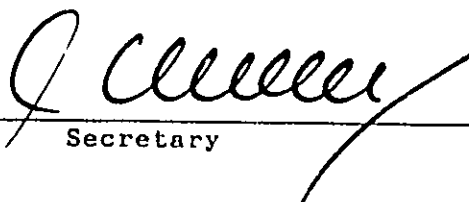
There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

DATED:

  
\_\_\_\_\_  
Clement Brown

  
\_\_\_\_\_  
Chairman

  
\_\_\_\_\_  
Clement Brown

  
\_\_\_\_\_  
Secretary

A true copy of each of the following papers referred to in the foregoing Minutes is appended hereto.

Waiver of Notice of Meeting  
Articles of Incorporation  
By-Laws  
Specimen Certificate of Shares  
Resolution Designating Depository of Funds