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May 8, 1995

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY -9 AM 9:05

Dear Sirs:

Enclosed please find check #1332 in the amount of \$122.50 to be applied towards the incorporation of:

WRISTROCKER INTERNATIONAL CORP.  
801 BRICKELL AVENUE  
SUITE 210  
MIAMI, FLORIDA 33131  
TEL: (305) 374-3472

300001481663  
-05/09/95 -01137 -006  
\*\*\*122.50 \*\*\*122.50

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 our Account #1119-1066-9.

Please contact the undersigned, if you need any additional information.

Sincerely yours,

  
Leonidas Abaunza  
Chairman

## ARTICLES OF INCORPORATION

OF

### WRISTROCKER INTERNATIONAL CORPORATION

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 WRISTROCKER INTERNATIONAL CORPORATION.

#### 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.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two hundred thousand (200,000) 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 in 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 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>
Leonidas Abaunza	One Grove Isle Coconut Grove, Fl. 33133	Chairman
Armando Barreiro, Sr.	8027 SW 4th St. Miami, Fl. 33144	V. Chairman
Armando Barreiro, Jr.	8025 SW 4th St. Miami, Fl. 33144	President
Fabio Abaunza	540 Brickell Key Dr. Apt. 1524 Miami, Fl. 33131	V. President
Alfonso Barreiro	8027 SW 4th St. Miami, Fl. 33144	Secretary
Anthony Zamora	801 Brickell Ave. Eleventh Floor Miami, Fl. 33144	Ass. Secretary

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#### 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.

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 8th day of May, 1995.

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 purposes there expressed.

Witness my hand and official seal in the county and state  
named above this 5<sup>th</sup> day of May, 1995.

*Karen J. Jones*  
 KAREN J JONES  
 My Commission CC390837  
 Expires Jul. 10, 1998  
 Bonded by HAI  
 800-422-1866

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 WRISTROCKER INTERNATIONAL CORPORATION  
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  
Dade, State of Florida  
has named LEONIDAS ABAUNZA  
located at 801 Brickell Ave., Suite 210  
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)