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FILED
TALLAHASSEE, FLORIDA

July 29, 1995

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EFFECTIVE DATE

8-21-95

Division of Corporations
FLORIDA DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32314

Dear ladies/gentlemen:

I am hereby submitting the Articles of Incorporation for a new firm, WORLD APPLIANCE SYSTEMS, INC., for the purpose of registration.

Enclosed is a check for SEVENTY (\$70.00) dollars.

Thank you for your help on this matter.



Didier Darias

10021 S.W. 15th Terrace
Miami, Florida 33174
(305) 225-5239

AUG 3 1995 BSB

Mrs. Darias GAVE

ADDITION BY PHONE TO

CONFIRM

DATE

DOC. EXAM.

Principle Office

8/3/95

BSB

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STATE OF FLORIDA

CERTIFICATE OF INCORPORATION

EFFECTIVE DATE
8-21-95

ARTICLE ONE

NAME

The name of this Corporation shall be: WORLD APPLIANCE
SYSTEMS INC.

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted
under the laws of the United States of America and the laws of
the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner
dissolved in accordance with the laws of the State of Florida.
The date on which corporate existence shall begin is
August 21, 1995.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin
business shall be no less than FIVE HUNDRED DOLLARS (\$500.00) or
such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall have at all times a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The by-laws of the Corporation may provide that the Directors be divided into two or more classes, whose terms of office shall respectively expire at different times.

ARTICLE SEVEN

AMENDMENTS

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. DESIGNATION: The stock of this Corporation shall be known as Common Stock.
- B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is ONE THOUSAND (1000).
- C. PAR VALUE: Each share of Common Stock shall have the par value of ONE DOLLAR (1.00).
- D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. NON-ASSESABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assesable.
- F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.
- H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

1. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

REGISTERED OFFICE AND REGISTERED AGENT AND PRINCIPLE OFFICE ADDRESS

The street address of this Corporation's registered office and the name of its initial registered agent at such address are as follows:

NAME	ADDRESS
DIDIER DARIAS	2550 N.W. 72nd Avenue, Suite 311, Miami, Florida 33122

I HEREBY AGREE TO ACT AS REGISTERED AGENT FOR THE CORPORATION:

WORLD APPLIANCE SYSTEMS INC.

AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL FLORIDA
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES:


DIDIER DARIAS
(Registered Agent)

SOLE SUBSCRIBER AND INITIAL DIRECTOR

The undersigned individual, competent to contract, executed this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as a Director until his successor has qualified, following his election or appointment.

Subscriber Director:	DIDIER DARIAS
Street address:	2550 N.W. 72nd Avenue, Suite 311, Miami, Florida 33122

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.


DIDIER DARIAS

DATE: August 27, 1995

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared

DIDIER DARIAS

to me well known and known to be the individual described therein and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same was executed for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATE:

7/29/95

NOTARY PUBLIC,

STATE OF FLORIDA

AT LARGE *cc124386*

NOTARY PUBLIC STATE OF FLORIDA
100 COLUMBIA RD., APT. 12, 1995
DENVER, CO 80202, U.S.A.