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2/01/96 FLORIDA DIVISION OF CORPORATIONS 11:38 AM

TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- -- 0
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9551

(((H96000001549))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WORLDWIDE COMMERCIAL SERVICES, INC.
FAX AUDIT NUMBER: H96000001549 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/01/1996 TIME REQUESTED: 11:38:29
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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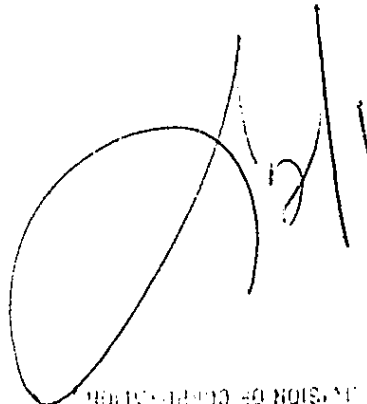
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FLORIDA DIVISION OF CORPORATIONS
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96 FEB -1 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DIVISION OF CORPORATIONS

96 FEB -1 PM 1:55

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**ARTICLES OF INCORPORATION
FOR
WORLDWIDE COMMERCIAL SERVICES, INC.**

FILED
85 FEB -1 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following documents as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

WORLDWIDE COMMERCIAL SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address for this corporation shall be:

**10501 S.W. 155 COURT, STE. 1128
MIAMI, FLORIDA 33196**

ARTICLE III - SHARES

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual per value of \$10.00 per share.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Prepared by: **TESSY VALDES
7270 S.W. 15 STREET
MIAMI, FLORIDA 33144
(305) 385-1448**

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ARTICLE V - INCORPORATORS

The names and address of the incorporators executing these Articles of Incorporation are:

**TESSY VALDES
7270 S.W. 15 STREET
MIAMI, FLORIDA 33144**

**ANTONIO GAYOSO
12283 S.W. 10 LANE
MIAMI, FLORIDA 33184**

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of a total of two (2) persons, and the name and address of the persons who are to serve as initial directors are:

**TESSY VALDES
7270 S.W. 15 STREET
MIAMI, FLORIDA 33144**

**ANTONIO GAYOSO
12283 S.W. 10 LANE
MIAMI, FLORIDA 33184**

ARTICLE VII - INCEPTION DATE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE VIII - RULES AND REGULATIONS

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

- (1) The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of an instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific,

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or educational purposes,

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprises;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29 day of January, 1996.



TESSY VALDES



ANTONIO GAYOSO

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **TESSY VALDES** and **ANTONIO GAYOSO** known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 29 day of January, 1996.

(seal)





Notary Signature

Notary Name: Marilyn McDaniel
(Print)

Commission #: 296330

Commission Exp. Date: 6-21-97

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Worldwide Commercial Services, INC.

2. The name and address of the registered agent and office is: Ms. Tessa Valdes

7270 S.W. 15 Street
(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33144
(CITY/STATE/ZIP)

SIGNATURE

[Signature]
(corporate officer)

TITLE

C.E.O.

DATE

1/31/96

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

[Signature]

DATE

1/31/96

REGISTERED AGENT FILING FEE:

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