

P96000026565

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 0327
Tallahassee, FL 32314

SUBJECT: WANDA ENTERPRISES, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of articles of incorporation
for the above corporation and check in the amount of \$ 70.00

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-03/20/96--01072--014
*****70.00 *****70.00

FROM:

STEVE ZABOLOTNY
c/o COMPUTeTAX, Inc.
8800 49TH ST N STE 400-5
PINELLAS PARK FL 34666
TEL: 813-545-1381

FILED
96 MAR 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

AL MAR 26 1996

**ARTICLES OF INCORPORATION
OF**

WANDA ENTERPRISES, INC.

FILED
96 MAR 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **WANDA ENTERPRISES, INC.**

ARTICLE II PRINCIPAL OFFICE

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

**3711 ALOHA DR.
SARASOTA FL 34232**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 common shares/\$ 1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**STEVE ZABOLOTNY
8800 49TH STREET NORTH, SUITE 406-5
PINELLAS PARK, FLORIDA 34666**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of Incorporator(s) to these Articles of Incorporation is(are):

WANDA PIORKOWSKI
3711 ALOHA DR.
SARASOTA FL 34232

The undersigned has(have) executed these Articles of Incorporation this

6TH day of MARCH, 1996

Wanda Piorkowski

President

V. President

Secretary

Treasurer

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

Pursuant to the provisions of section 007.0501, 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: WANDA ENTERPRISES, INC.

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

STEVE ZABOLOTNY
8800 40TH STREET NORTH, SUITE 400-5
PINELLAS PARK, FLORIDA 34660

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TALLAHASSEE, FLORIDA

SIGNATURE

Steve Zabolotny

TITLE President

DATE 03/06/1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

[Signature]

DATE 03/06/1996

REGISTERED AGENT FILING FEE: \$35.00

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1996

Steve Zabolotny
% Computetax, Inc.
8800 49th ST North
Pinellas Park, FL 34666

SUBJECT: WANDA ENTERPRISES, INC.
DOCUMENT NUMBER: P9600026565

FILED
OCT 21 11:10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Zabolotny:

This is to advise you that through error, your corporation, under the name of WANDA ENTERPRISES, INC. was filed on March 20, 1996. We already have a corporation that was filed on July 29, 1994 with the name of WANDA'S ENTERPRISES, INC.

Therefore, because of the similarity of names, it is requested that you amend the name of your corporation to make it distinguishable from the earlier filed entity. I have enclosed guidelines for your convenience in preparing the amendment. There will be no fee charged for filing this amendment.

Please return the amendment to my attention of send a copy of this letter so that the amendment section will be aware that there will be no charge.

I apologize for this inconvenience and trust that you will get the amendment properly filled out and returned to my attention as quickly as possible so that we can get our records corrected.

Sincerely,

Agnes Lint, Document Specialist
Department of State - New Filing Section
PO Box 6327
Tallahassee, FL 32314
(904) 487-6928

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

WANDA ENTERPRISES INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 1 NAME IS CHANGING TO:

WANDA USA ENTERPRISES INC.

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96 OCT 21 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NO CHANGES