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LAW OFFICE  
OF  
KATHRYN M. O'BRIEN, P. A.

ATTORNEY AND COUNSELOR AT LAW

31 - 37TH STREET NORTH  
CORNER 1ST AVE. NORTH & 37TH STREET  
ST. PETERSBURG, FLORIDA 33710  
July 11, 1996

TELEPHONE  
(813) 343-6647

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

500001894285  
-07/16/96--01057--013  
\*\*\*122.50 \*\*\*122.50

Re: W.A. INTERNATIONAL, INC.

Dear Sir:

Enclosed, please find the original plus one copy of the Articles of Incorporation in the above-titled business entity for filing along with our check in the amount of \$122.50 for the costs of filing the Articles and the designation of Registered Agent as well as issuing the certified copy. Once the Articles have been stamped in, please return the certified copy to this office.

Your prompt attention to this matter is greatly appreciated.

Sincerely,



Kathryn M. O'Brien, Esquire

KOB:llm

Enclosure

96 JUL 15 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

GB 7/17/96

**ARTICLES OF INCORPORATION OF  
W.A. INTERNATIONAL, INC.  
A Florida Corporation**

**FILED**  
96 JUL 15 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: W.A. INTERNATIONAL, INC.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including but not limited to sales and distribution of integrated circuits and other computer components in the United States and in foreign countries.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a par value of \$1.00.

**ARTICLE IV**

The corporation is to exist perpetually.

**ARTICLE V**

The initial post office address of the principal office of this corporation in the State

Florida Is

W.A. INTERNATIONAL, INC.  
7871 Sailboat Key Boulevard  
South Pasadena, Florida 33707

#### **ARTICLE VI**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

#### **ARTICLE VII**

The names and post office address of the first Board of Directors is:

Guilherme Araujo  
7871 Sailboat Key Boulevard  
South Pasadena, Florida 33707

#### **ARTICLE VIII**

The street address of the initial registered office of the corporation shall be 7871 Sailboat Key Boulevard, South Pasadena, Florida 33707 and the name of the initial registered agent of the corporation is Guilherme Araujo.

#### **ARTICLE IX**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE X**

The corporation shall indemnify any Officer or Director or any former officer or

director, to the full extent permitted by law.

**ARTICLE XI**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII**

The name and address of the Incorporators signing these articles are:

Guilherme Araujo  
7871 Sailboat Key Boulevard  
South Pasadena, Florida 33707

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 5<sup>th</sup> day of July, 1996.


  
GUILHERME ARAUJO

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GUILHERME ARAUJO, who

produced as identification 76 DR Lic #A626-290-93 902-0 and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5<sup>th</sup> day of July, 1996.

  
KATHRYN M. O'BRIEN, Notary Public  
My Commission Expires:  
Commission No.: CC 476180



KATHRYN M. O'BRIEN  
COMMISSION # CC 476180  
EXPIRES JUN 26, 1998  
BONDED 11111111  
ATLANTIC BONDING CO., INC.

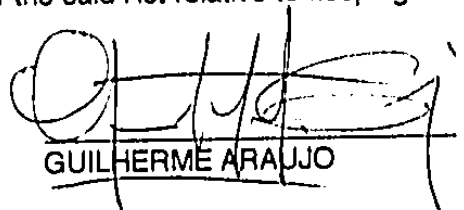
REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

W.A. INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at the city of South Pasadena, County of Pinellas, State of Florida, has named GUILHERME ARAUJO, located at 7871 Sailboat Key Blvd., South Pasadena, FL 33707, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT


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

  
GUILHERME ARAUJO

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME personally appeared GUILHERME ARAUJO, known to me personally and know to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 5<sup>th</sup> day of July, 1996.

  
KATHRYN M. O'BRIEN, Notary Public  
Commission No.: CC 476180  
My Commission Expires: CC 476180



KATHRYN M. O'BRIEN  
COMMISSION NO. CC 476180  
EXPIRES 12/31/96  
BONDED  
ATLANTIC BONDING CO., INC.

**FILED**

96 JUL 15 PM 4:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA