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LAW OFFICES OF
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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/15/96--01014--005
****122.50 ****122.50

SUBJECT: **WALCA INTERNATIONAL CORP.**

Enclosed please find an original and one (1) copy of the
articles of incorporation for the above corporation and check in
the amount of \$122.50.

FROM:


FRANCISCA LYNCH PAPAZOV, ESQ.
444 Brickell Avenue, Suite 212
Miami, Florida 33131

FILED
96 OCT 14 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WALCA INTERNATIONAL CORP.

I, the undersigned, being of legal age and a natural person do hereby subscribe to, acknowledge and file the following articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

**WALCA INTERNATIONAL CORP.
280 S.W. 12th Street
Miami, Florida 33130**

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
500	\$100.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at **280 S.. 12th Street, Miami, Florida 33130**, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **RENAN ALBERTO WALL SIRANDONI**.

ARTICLE VI

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall be a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Renan Alberto Wall Sirandoni	280 S.W. 12th Street Miami, Florida 33130
Hector Johnny Wall	280 S.W. 12th Street Miami, Florida 33130
Renan Wall	280 S.W. 12th Street Miami, Florida 33130

ARTICLE VIII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Renan Alberto Wall Sirandoni (President)	280 S.W. 12th Street Miami, Florida 33130
Hector Johnny Wall (Vice-President)	280 S.W. 12th Street Miami, Florida 33130
Renan Wall (Treasurer)	280 S.W. 12th Street Miami, Florida 33130

ARTICLE IX

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X

The name and address of the incorporator is Renan Alberto Wall Sirandoni.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of October 1996.



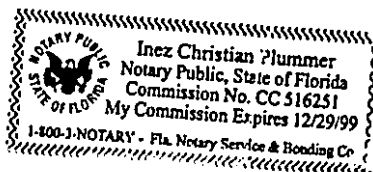
RENAN ALBERTO WALL SIRANDONI

STATE OF Florida)
COUNTY OF Dade)

SWORN TO AND SUBSCRIBED before me on this 9th day of October 1996, by RENAN ALBERTO WALL SIRANDONI.

My Commission Expires:

Inez Christian Plummer
NOTARY PUBLIC



Personally known _____ OR Produced Identification: X
Type of I.D. Produced Republic of Chile Passport # 0008703

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CERTIFICATE DESIGNATING PLACE OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted.

First -- That WALCA INTERNATIONAL CORP., under the laws of the State of Florida, has named RENAN ALBERTO WALL SIRANDONI, 280 S.W. 12th Street, Miami, Florida 33130 as the statutory registered agent.

Having been named statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



RENAN ALBERTO WALL SIRANDONI
Registered Agent

Dated this 9th day of Oct. 1996.