

OCT-22-1996 1:55

EMPIRE CORPORATE KIT COMPANY
ELECTRONIC FILING COVER SHEET

P.02/07

996000086989

((H96000014807 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: W. R. ELECTRONICS CORP.

AUDIT NUMBER.....H96000014807

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:02:3

10/22/96 11:17
TALLAHASSEE, FLORIDA

FILED
96 OCT 22 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

996-2208

996-4864
10/22/96
TB



FLORIDA DEPARTMENT OF STATE
Sandra P. Mortham
Secretary of State

October 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL ;

SUBJECT: W.R. ELECTRONICS CORP.
REF: W9600022427

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014807
Letter Number: 696A00048570

ARTICLES OF INCORPORATION
OF
W. R. ELECTRONICS CORP.

H96000014807

FILED
OCT 22 1996
MIAMI

THE UNDERSIGNED, has executed the following document 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

The name of this corporation shall be: W. R. ELECTRONICS CORP.

ARTICLE II

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 III

The principal place of business and mailing address of this corporation shall be: 227 N.E. 2ND STREET, MIAMI, FL 33132.

ARTICLE IV

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) Transact any and all lawful business.
- (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;

PREPARED BY: Ray Stomont
Empire Corporate Kit Company
1492 W. Flagler St. #200
Miami, FL 33135
(305) 541-3694

H96000014807

H96000014807

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 S607.141;

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 any 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 bylaws, 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, or educational purposes;

To transact any and all 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 and for any or all of the 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 enterprise;

To have and exercise all powers necessary of 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 Statue S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 7,500 shares, having an individual par value of \$1.00.

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.

Shares of Stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

H96000014807

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: CHIE K. HOBAN
7355 N.W. 41 STREET, MIAMI, FL 33166

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

PRESIDENT/SECRETARY/TREASURER/DIRECTOR WILSON RAMIREZ
227 N.E. 2ND STREET
MIAMI, FL 33132

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 21ST day of OCTOBER 1996.

Ray Stormont
INCORPORATOR
RAY STORMONT, PRESIDENT
FOR
EMPIRE CORPORATE KIT
OF AMERICA, INC.

H96000014807

OCT-22-1996 11:56

EMPIRE CORPORATE KIT

P.07/07

H96000014807

ACCEPTANCE OF THE APPOINT OF
REGISTERED AGENT AND DECLARATION OF
REGISTERED OFFICE UPON WHICH
SERVICE OF PROCESS MAY BE SERVED

FILED
96 OCT 22 PM 12:18
TALLAHASSEE

Having been designated a registered agent of W. R. Electronics Corp., on whom process may be served, and being familiar with the obligations of the registered agent, I hereby accept the designation and obligations of registered agent and agree to act in this capacity.

Registered office of W. R. Electronics Corp., is located at 7355 N. W. 41 Street, Miami, FL 33166:

Signed by


Chris K. Hoban
Registered Agent designee

Date 10-22-96

form\regagt

H96000014807