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TSIMOGLANNIS & TESTA, P.A.  
Certified Public Accountants

1825 Ponce de Leon Blvd., Suite #227 - Coral Gables, Florida 33134 - 305/441-5999

January 6, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: New Corporation Filing for:  
W F Enterprises, Inc.

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-01/07/97--01146--013  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
97 JAN -7 PM 1:58  
TALLAHASSEE, FLORIDA

Gentlemen:

I am representing the above referenced client in filing their Articles of Incorporation with the State of Florida. Please find enclosed the Articles of Incorporation (one original and two copies), and a check drawn from my PA account in the amount of \$122.50 payable to the Secretary of State, as filing fees in executing the filing of the above named corporation with the State of Florida.

Also enclosed is a prepaid UPS Letter envelope for your convenience, to expedite the corporate documents overnight to my office.

Your time and cooperation is very much appreciated.

Sincerely yours,

  
Johnny Tsimooglannis, CPA  
For the Firm

cc: Wilfredo Padron, President (WF Enterprises, Inc.)

filename: Wfe01articles

mc 1/13/97

**ARTICLES OF INCORPORATION OF**  
**W F Enterprises, Inc.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes the following declaration for the purpose of becoming a corporation under and pursuant to the provisions of the laws of the State of Florida, of a corporation for profit, and do hereby certify as follows:

**ARTICLE I**

The name of the corporation shall be W F Enterprises, Inc.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the of the United States and of the State of Florida.

**ARTICLE III**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is **ONE THOUSAND (1,000) SHARES** at a par value of one dollar (\$1) per share. All such stock shall be payable in cash, property, labor, or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation securities.

**ARTICLE IV**

The amount of capital with which this corporation shall commence business is not less than **FIVE HUNDRED (\$500.00) DOLLARS**.

**ARTICLE V**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE VI**

The principal place of business of said corporation shall be at 2350 NW 11<sup>th</sup> Avenue, Miami, Florida 33127 with the privilege of having branch offices at any other place within the State and without the State.

**ARTICLE VII**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the stockholders, but there shall always be at least one (1) director.

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**Articles of Incorporation**  
**For: W F Enterprises, Inc.**  
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To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

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

**ARTICLE VIII**

The names and street addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are elected or appointed, shall be:

**BOARD OF DIRECTORS:**

**Wilfredo Padron, Director**  
**2350 NW 11<sup>th</sup> Avenue**  
**Miami, Florida 33127**

**OFFICERS OF THIS CORPORATION:**

**Wilfredo Padron**  
**President, Treasurer, and Secretary**  
**2350 NW 11<sup>th</sup> Avenue**  
**Miami, Florida 33127**

Articles of Incorporation  
For: W F Enterprises, Inc.  
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ARTICLE IX

The name and street address of each person signing these Articles of Incorporation as a subscriber is as follows:

Wilfredo Padron  
2350 NW 11<sup>th</sup> Avenue  
Miami, Florida 33127

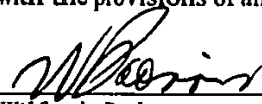
ARTICLE X

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served. **IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:**

First, that W F Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, County of Dade, State of Florida, has named as follows it's agent to accept service of process within Florida.

Wilfredo Padron  
2350 NW 11<sup>th</sup> Avenue  
Miami, Florida 33127

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 statues relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Wilfredo Padron  
Registered Agent

12-20-96  
Date

IN WITNESS OF THE FOREGOING, we have hereunto set our hand and seal and acknowledged to be filed in the Office of the Secretary of State, the foregoing Certificate of Incorporation, this 20<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
Wilfredo Padron, President

12-20-96  
Date

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