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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY - STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WAL TRADING, INC.

AUDIT NUMBER.....H97000018126

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

CERT. OF STATUS..0

PAGES..... 5

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B. McKnight OCT 31 1997

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ARTICLES OF INCORPORATION

Wal Trading, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Wal Trading, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David S Hernandez

210 University Drive #302

Coral Springs, FL 33071 (954)346.7288 497000018126

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 6995 NW 82nd Ave., #B35, Miami, FL, 33166 and the name of the initial register agent of this corporation at that address is Alcebiades F Adami.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation Are: Alcebiades F Adami/Bial Retifica Motores, Ltda  
6995 NW 82nd Avenue #B35  
Miami, FL 33166

ARTICLE IX. Officers. The initial officers of the corporation will be: Alcebiades F Adami, President/Secretary and Vice President.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Alcebiades F Adami  
6995 NW 82nd Avenue #B35  
Miami, FL 33166

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 6995 NW 82nd Ave., #B35, Miami, FL 33166.

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ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

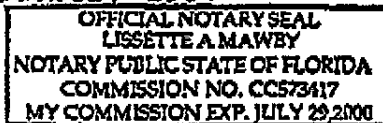
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of October, 1997

[Signature] (SEAL)

STATE OF FLORIDA }  
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Alcebiades F Adami, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 30th day of October, 1997



[Signature]  
NOTARY PUBLIC

My Commission Expires: 7/29/2000

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State  
of Florida  
Division of Corporations Department of State  
Tallahassee, FL 32304

I, Alcebiades F Adami do hereby consent to serve as  
registered agent for the Corporation, Wal Trading, Inc.  
this 30th day of October, 1997.

  
\_\_\_\_\_  
Alcebiades F Adami

Address of registered agent:

6995 NW 82nd Avenue #B35  
Miami, FL 33166

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