

TRANSMITTAL LETTER

P98000-049359

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WICA, INC.
(Proposed corporate name - must include suffix)

100002661301 --7
-10/12/98--01052--020
****122.50 ****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 9:02

FROM: Wilder Rosales
Name (Printed or typed)

832 NE 11th Ave.
Address

Pompano Bch, Fl. 33020
City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

~~25354~~
11-30
WS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

WILDER ROSALES
832 NE 11TH AVE.
POMPANO BCH, FL 33020

SUBJECT: WICA, INC.
Ref. Number: W98000023356

We have received your document for WICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 698A00050953

ARTICLES OF INCORPORATION
OF
WICA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 9:02

The undersigned incorporate to those Articles of Incorporation a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME:

The name of the corporation is:

WICA, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS:

The general nature of the business to be transacted by this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of voting common stock having a par value of One (\$1.00) Dollar per share. All shares issued shall be fully paid and nonassessable.

1. The incorporators have agreed to the following:
50% of the shares go to Wilder Rosales
50% of the shares go to Carlos Miguel Carril

ARTICLE IV. TERM OF EXISTENCE:

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE:

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Registered Agent - Wilder Rosales
Registered/Corporate Office - 832 NE 11th Ave.
Pompano Beach, FL 33060

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI.

BOARD OF DIRECTORS:

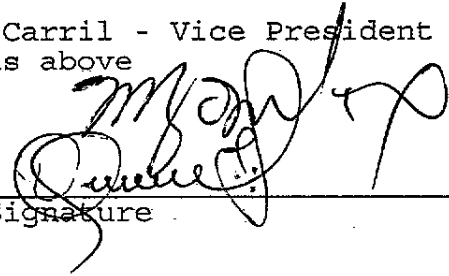
This Corporation shall have ONE (1) Directors initially. The number of Directors may be increased or diminished from time by bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VII.

INITIAL DIRECTOR:

Wilder Rosalés - President
832 NE 11th Ave.
Pompano Beach, FL 33060

Carlos Miguel Carril - Vice President
Same address as above



Signature

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII.

INCORPORATOR:

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is:

Wilder Rosales
832 NE 11th Ave.
Pompano Beach, FL 33060

ARTICLES IX.

CONFLICT OF INTEREST:

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or Directors of this Corporation are officers or Directors of the said other corporation, or by reason of the fact that one or more of the officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X.

AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the following Articles of Incorporation this SEVENTEEN day of SEPTEMBER, 1998.

CORPORATE NAME;

WICA, INC.

BY: [Signature]

STATE OF FLORIDA)
COUNTY OF BRADWAD.)

SS# 265-91-5338

BEFORE ME, a Notary Public, personally appeared MR. WILDER ROSACES the President of WICA INC., to be known to be the corporation described as Incorporator and the person who executed the foregoing Articles of Incorporation, and a cknowledged before me that he or she subscribed to these Articles of Incorporation.

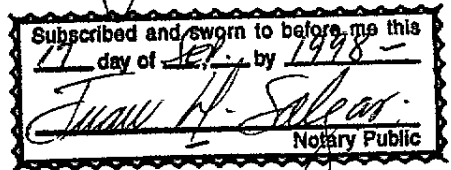
Notary Public, State of Florida
JUAN H. SALAZAR
Commission # CC742792
Expires 7/24/2002

WITNESS my hand and official seal at

September, Florida, this SEVENTEEN day of SEPTEMBER, 1998.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA at LARGE

My commission expires: 7/24/2002.



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Sections 48.091 and 607.034, Florida
Statutes, the following is submitted, in compliance with said
Sections:

That WICA, INC.
desiring to organize under the laws of the State of
Florida has named Wilder Rosales as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

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 agree to
comply with the provisions of said act relative to keeping open
said office.

Dated this Seventeen day of SEP., 19 98.

Name: _____

Wilder Rosales

FILED
SECRETARY OF STATE
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98 NOV 30 AM 9:03