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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. J C WILSON, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**JC WILSON, INC.**

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this Corporation is as follows:

**JC WILSON, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

**1945 Hayes St.  
Hollywood, FL 33020**

**ARTICLE III**

**DURATION**

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLE IV**

**PURPOSE OF CORPORATION AND  
NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the following business purposes:

Mechanical installations and export of mechanical parts, and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

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**ARTICLE V**  
**CAPITAL STOCK OF CORPORATION**

This Corporation is authorized to issue FOUR THOUSAND FIVE HUNDRED ( 4500) shares of ONE DOLLAR ( \$1.00 ) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE**

The name of the initial registered agent of this corporation is Michael L. Wilson, and the street address of the initial registered office and the principal place of business of this corporation is

1945 Hayes St.  
Hollywood, FL 33328

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have 3 directors constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than 5 directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

<b><u>NAMES</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Michael L. Wilson	8007 SW 29 St. Davie, FL 33328
Carlos Arenas	11226 NW 59 Terrace Doral Isles Cayman Div Miami, FL 33178
Jose Luis Diez	151 Crandon Blvd. Key Biscayne, FL 33149

**ARTICLE IX**  
**INCORPORATOR(S)**

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

<b><u>INCORPORATOR'S NAME</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Michael L. Wilson	8007 SW 29 St. Davie, FL 33020

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

**ARTICLE XI**  
**AMENDMENT**

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form of substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

**ARTICLE XII**  
**POWER TO FORM PARTNERSHIP**

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

**ARTICLE XIII**  
**INSPECTION**

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

**ARTICLE XIV**  
**ATTESTATION**

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporator does attest that the above facts and statements are truly and correctly stated on this 27th day of January, 1999.

  
\_\_\_\_\_(SEAL)  
Michael L. Wilson  
INCORPORATOR

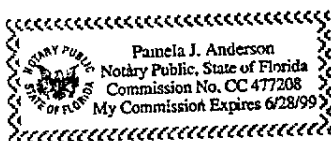
STATE OF FLORIDA    )  
                              )  
COUNTY OF DADE    )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared Michael L. Wilson, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and HE acknowledged before me that HE executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 27th day of January, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE


My Commission expires:




**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**FOR SERVICE OF PROCESS**

In accordance with Chapter 48.091, Florida Statutes, JC Wilson, Inc. hereby designates  
Michael L. Wilson, of 8007 SW 29 St.; Miami, FL 33328, as the Registered Agent of said  
Corporation to accept service of process within the State of Florida.

**JC Wilson, Inc., a**  
**Florida Corporation**

By:   
**Michael L. Wilson - President**

The person whose signature appears below accepts the above designation as Registered Agent for  
JC Wilson, Inc., a Florida Corporation, for service of process within the State of Florida, and  
agrees to comply with the provisions of the law which apply to said designation of Registered  
Agent.

  
**Michael L. Wilson**

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