

**P99000102869**

**Florida Department of State**

**Division of Corporations**

**Public Access System**

**Katherine Harris, Secretary of State**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**(((H99000030075 8)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

**Division of Corporations**

**Fax Number : (850)922-4001**

**From:**

**Account Name : EMPIRE CORPORATE KIT COMPANY**

**Account Number : 072450003255**

**Phone : (305)541-3694**

**Fax Number : (305)541-3770**

**FILED**  
**99 NOV 24 AM 8:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**FLORIDA PROFIT CORPORATION OR P.A.**

**WESA NORTH AMERICA, INC.**

Certificate of Status..	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

H99000030075

(4)

**ARTICLES OF INCORPORATION****ARTICLE I – NAME**

THE NAME OF THIS CORPORATION IS:

**WESA NORTH AMERICA, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**8295 NORTH WEST 56<sup>TH</sup> STREET  
MIAMI, FLORIDA 33166****ARTICLE II – PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III – CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV – PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V – INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**8295 NORTH WEST 56<sup>TH</sup> STREET  
MIAMI, FLORIDA 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**WELOMAR PEREIRA DOS SANTOS**

H99000030075

FILED  
99 NOV 24 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000030075

**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 2 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

**WELOMAR PEREIRA DOS SANTOS**  
**PRESIDENT, SECRETARY & DIRECTOR**

**INES BUFAICAL ROSA DOS SANTOS**  
**DIRECTOR**

**ARTICLE VII -- INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**WELOMAR PEREIRA DOS SANTOS**  
**8295 NORTH WEST 56<sup>TH</sup> STREET**  
**MIAMI, FLORIDA 33166**

**ARTICLE VIII -- INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X -- BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24<sup>TH</sup> DAY OF NOVEMBER OF 1999.

  
**WELOMAR PEREIRA DOS SANTOS**  
Incorporator

Articles of Incorporation of: **WESA NORTH AMERICA, INC.**

Prepared by: **Guillermo Ubieta, Jr.**  
**8201 North West 66<sup>th</sup> Street Suite No. 3**  
**Miami, Florida 33166**

H99000030075

H99000030075

**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT WESA NORTH AMERICA, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED WELOMAR PEREIRA DOS SANTOS, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF WESA NORTH AMERICA, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 24<sup>TH</sup> DAY OF NOVEMBER, 1999.

  
WELOMAR PEREIRA DOS SANTOS  
Registered Agent

FILED  
99 NOV 24 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000030075

Articles of Incorporation of: WESA NORTH AMERICA, INC.

Prepared by: Guillermo Ubieta, Jr.  
8201 North West 66<sup>th</sup> Street Suite No. 3  
Miami, Florida 33166