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CERTIFICATE OF INCORPORATION

OF

NATIONAL IMPORTING CORP.

* * * * * *

FIRST: The name of this corporation is NATIONAL IMPORTING CORP.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To maintain, conduct, manage, and carry on a general export and import business between the United States and all foreign countries, and between any one or more foreign countries and other foreign countries, including the manufacture, purchase and sale in the United States and abroad of all classes of products, raw materials, manufactured goods, merchandise and personal property of all kinds and description.

To do a general business as commission merchant, selling agent, broker and factor; to act as agent or representative of corporations, firms and individuals; to carry on any and all business as manufacturers, producers, merchants, importers and exporters without limitation as to classes of products and merchandise; to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, brokers, factors, importers', exporters' and manufacturers' agents.

To construct, acquire, manage, maintain, alter, charter, operate, hire, lease, sell, exchange, or otherwise dispose of all kinds of ships, vessels, barges and boats, or shares or interests therein, and also elevators, sheds, warehouses and buildings, wharves, docks, dry-docks, terminals and generally to carry on the business of navigation, or any such businesses, and to manufacture and deal in engines, boilers, machinery and other appliances and things used in connection with any of the aforesaid businesses.

To carry on, in any or all its branches, the business of trucking, transporting, carting, receiving, loading, unloading, hoisting, delivering, weighing, gauging and/or measuring goods, wares and merchandise, as principal, agent, or otherwise, and in general to do any and all acts that may be necessary, convenient, or pertinent to any one of the above-mentioned objects.

To make, manufacture, purchase, or otherwise acquire, hold, own, manage, sell, pledge, transfer, export, import, trade, and deal in goods, wares and merchandise of every character and description as principal, agent and otherwise; and to carry on a general mercantile and commercial business in any part of the world.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purposes of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired or any other lawful objects.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of the corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in this certificate of incorporation or any amendment thereto and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares that this corporation is authorized to have outstanding at any one time is fifty (50) shares of the par value of One Hundred Dollars ($100.00) each.

FOURTH: The amount of capital with which this corporation will begin business is One Thousand Dollars ($1,000.00).

FIFTH: This corporation is to have perpetual existence.

SIXTH: The principal office of this corporation shall be in the City of Miami , County of Dade.

SEVENTH: The number of its directors shall be not less than three (3) nor more than seven (7).

EIGHTH: The names and post-office addresses of the directors who shall hold office for the first year or until their successors are elected and have qualified are:

NAMES	POST-OFFICE ADDRESSES
BENJAMIN MINTZ	16 Court Street, Brooklyn, N. Y.
DOROTHY ANN JAFFE	16 Court Street, Brooklyn, N. Y.
ROSE GLASMAN	16 Court Street, Brooklyn, N. Y.

NINTH: The name and post-office address of each subscriber of the certificate of incorporation and the number of shares of stock which each agrees to take are as follows:

NAMES	POST-OFFICE ADDRESSES	NO. OF SHARES
KENDALL WILLIAMS	120 Broadway, New York, N.Y.	1
G. MATHERS CLARK	120 Broadway, New York, N.Y.	1
ROBERT L. [illegible]	120 Broadway, New York, N.Y.	1

TENTH: In furtherance, and not in limitation of the powers conferred by statute, a board of directors is expressly authorized:

To make and alter the by-laws of this corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

ELEVENTH: At all elections of directors of this corporation each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of his stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or he may distribute them among the number to be voted for or any two or more of them as he may see fit, and thus exercise the right of cumulative voting, as authorized and regulated by the statutes of this state.

TWELFTH: The books of the corporation may be kept (subject to any provision contained in the statutes), outside of the State of Florida at such places as may be from time to time designated by the board of directors.

THIRTEENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation do make, subscribe, acknowledge, and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands this 17th day of July, A. D. 1943.

Kendall Williams

G. Mathers Clark

Robert L. Buckingham

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

I, FERDINAND H. BUTENHORN, a notary public in and for the county and state aforesaid do hereby certify that on this 17th day of July, A. D. 1943, personally came before me KENDALL WILLIAMS, G. MATHERS CLARK and ROBERT L. BUCKINGHAM, parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

No. A 48312

NATIONAL IMPORTING CORP.

Principal Place of Business MIAMI

Capital Stock, $ 50 shares @ $100. Filed July 19, 1943

DISSOLVED
U[illegible] 4, Chapter
[illegible], A[illegible] of 19[illegible]5.
Proclamation JUN 19 1948