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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

NATIONAL ASSOCIATION OF REIMPORTERS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**NATIONAL ASSOCIATION OF REIMPORTERS, INC.**

(A Florida not for profit corporation)

The undersigned, with other persons being desirous of forming a not for profit corporation, pursuant to the provisions of Chapter 617 of the Florida Statutes, adopt the following articles of incorporation.

ARTICLE I: NAME

The name of this corporation shall be NATIONAL ASSOCIATION OF REIMPORTERS, INC., a Florida not for profit corporation (the "Corporation").

ARTICLE II: PURPOSE

The purpose of this Corporation shall be to promote the general welfare of the reimportation industry, and to improve its service to the public, to cooperate with government officials in furthering the national and state welfare of such industry, and to carry out other activities or business permitted under the laws of the State of Florida, and recognized as lawful for such organizations. This corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE III: TERM

This Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE IV: MEMBERSHIP

The membership of this corporation shall be entirely voluntary, and any persons, firm or corporation, legally and actively engaged in reimportation may become a voluntary member in the manner provided hereinafter and by the By-Laws of the Corporation.

ARTICLE V: PRINCIPAL OFFICE AND INCORPORATOR

The address of the principal office, its mailing address of the Corporation and its incorporator is:

Alfonso J. Perez, Esq.  
100 South Biscayne Boulevard, Suite 800  
Miami, FL 33131

This instrument prepared by:  
Alfonso J. Perez, Esq.  
Haley, Sinagra, & Perez, P.A.  
100 South Biscayne Boulevard, #800  
Miami, FL 33131  
Florida Bar No.: 220426

(305) 374-1300  
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ARTICLE VI: INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office and the initial registered agent of the Corporation is:

Alfonso J. Perez, Esq.  
100 South Biscayne Boulevard, Suite 800  
Miami, FL 33131

ARTICLE VII: BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time, by the By-Laws, but shall never be less than three. The initial member of the board of directors is:

Alfonso J. Perez, Esq.  
Haley, Sinagra, & Perez, P.A.  
100 South Biscayne Boulevard  
Suite #800  
Miami, FL 33131

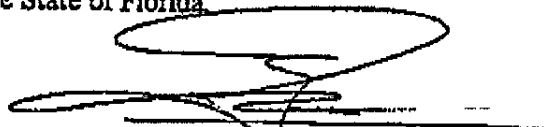
Paul A. Embury  
Executive Director  
CanStar (USA), Inc.  
4960 SW 72 Avenue  
Suite #308  
Miami, FL 33155

Edward Saad  
CEI International, Inc.  
1140 East 87<sup>th</sup> Street  
Chicago, IL 60619

ARTICLE VIII: INDEMNIFICATION

This Corporation shall indemnify any initial officer, director or incorporator or any former officer, director or incorporator, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 20<sup>th</sup> day of January, 1999, for the purpose of forming this Florida not for profit corporation under the laws of the State of Florida.

  
Alfonso J. Perez, as subscribing  
incorporator

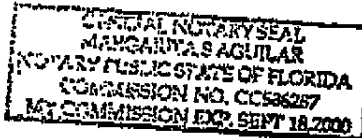
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COUNTY OF MIAMI-DADE  
STATE OF FLORIDA

Before me, the undersigned authority, personally appeared ALFONSO J. PEREZ, personally known to me and known to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 20<sup>th</sup> day of January, 1999.



*Margarita S. Aguilar*  
Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

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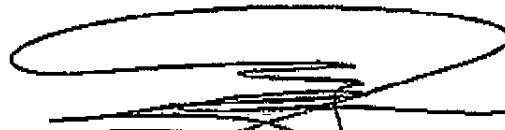
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**DESIGNATION OF REGISTERED AGENT**

Pursuant to Chapter 607,0501(3), Florida Statutes, the following is submitted in compliance therewith and made a part of the Articles of Incorporation of NATIONAL ASSOCIATION OF REIMPORTERS, INC., a Florida not for profit corporation (the "Corporation").

THAT, the Corporation, desiring to organize under the laws of the State of Florida as a Florida not for profit corporation, with its initial registered office as indicated in the Articles of Incorporation, has named ALFONSO J. PEREZ, as its initial registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF APPOINTMENT AS INITIAL REGISTERED AGENT:**



ALFONSO J. PEREZ, in such capacity as initial registered agent

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