

P96 000018514
TRANSMITTAL LETTER

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

100001724721
-02/27/96--01029--011
*****78.75 *****78.75

SUBJECT: Imexco International Corporation
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
2-19-96

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Imexco International Corporation
Name (printed or typed)

20045 E. Oakmont Circle
Address

Country Club of Miami, FL 33015
City, State & Zip

(305) 829-5701
Daytime Telephone number

FEB 29 1996

FILED
96 FEB 26 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION FOR
IMEXCO INTERNATIONAL CORPORATION**

EFFECTIVE DATE

2-19-96

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation shall be:

IMEXCO INTERNATIONAL CORPORATION

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**20045 EAST OAKMONT CIRCLE
COUNTRY CLUB OF MIAMI, FL 33015**

ARTICLE III

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

SHARES

The number of stocks that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES of common stock, having a par value of ONE DOLLAR (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non assessable.

ARTICLE V

TERMS OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation which is 19 Feb 1996

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the corporation is:

**MARTIN A. BARRIOS
20045 EAST OAKMONT CIRCLE
COUNTRY CLUB OF MIAMI, FL 33015**

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ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which is offered to others.

ARTICLE VIII
INCORPORATORS

The name and street addresses of the incorporators signing these Articles of Incorporation are:

MARTIN A. BARRIOS
20045 E. OAKMONT CIRCLE
COUNTRY CLUB OF MIAMI, FL 33015

MARICE PEREIRA-BARRIOS
20045 EAST OAKMONT CIRCLE
COUNTRY CLUB OF MIAMI, FL 33015

ARTICLE IX
DIRECTORS

This corporation shall have one (1) Director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

MARTIN A. BARRIOS
20045 EAST OAKMONT CIRCLE
COUNTRY CLUB OF MIAMI, FL 33015

ARTICLE X
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 corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be individual or individuals contracting with this corporation.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the majority vote of the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting

stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19TH day of FEBRUARY, 1996.

Martin A. Barrios
Signature

Marice Pereira-Barrios
Signature

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared MARTIN A. BARRIOS and MARICE PEREIRA-BARRIOS, to me known to be the persons described as incorporators or who have produced NEW JERSEY D.L. as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at DADE County, Florida, This 19TH day of FEB 1996.

My Commission Expires:

7/24/98

Paul Centeno
NOTARY PUBLIC

PAUL CENTENO

OFFICIAL NOTARY SEAL
PAUL CENTENO
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC94641
MY COMMISSION EXP. JULY 24, 1998

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: IMEXCO INTERNATIONAL CORPORATION

2. The name and address of the registered agent and office is:

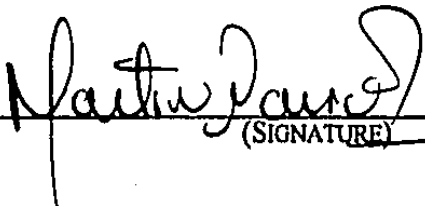
MARTIN A. BARRIOS
(NAME)

20045 E. OAKMONT CIRCLE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

COUNTRY CLUB OF MIAMI, FL 33015
(CITY/STATE/ZIP)

FILED
96 FEB 26 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

02-19, 1996
(DATE)