

P96000074247

September 5, 1996

Ms. Doris McDuffie
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001944662
-09/11/96--01061--006
***122.50 ***122.50

Dear Ms. McDuffie:

Enclosed you will find the original (and one copy) Articles of Incorporation of C & L International Trade, Inc. Additionally I have enclosed a check for \$122.50 to cover the filing fees.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write.

Thank you for your attention to this matter.

Very truly yours,

Walter Cox
President

P96 - 74247

Enclosures

Dmc
9/9/96

FILED
95 SEP -9 PM 4:03
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
C & L INTERNATIONAL TRADE, INC.

FILED
96 SEP -9 PM 4:03
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be C & L International Trade, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 3209 Bird Avenue, Coconut Grove, Florida 33133.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3209 Bird Avenue, Coconut Grove, Florida 33133 and the initial registered agent is Walter Cox.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time as provided in the By-Laws. The names and addresses of the initial directors and principal office of this Corporation are:

Walter Cox
3209 Bird Avenue
Coconut Grove, Florida 33133

Luciana Cox
3209 Bird Avenue
Coconut Grove, Florida 33133

ARTICLE VIII

INCORPORATORS

The names and addresses of the people signing these Articles of Incorporation are:

Walter Cox
3209 Bird Avenue
Coconut Grove, Florida 33133

Luciana Cox
3209 Bird Avenue
Coconut Grove, Florida 33133

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one of more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED

96 SEP -9 PM 4:04

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE STATE
FOLLOWING IS SUBMITTED:

That C & L INTERNATIONAL TRADE, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at City of Coconut Grove, State of Florida, has
named Walter Cox located at 3209 Bird Avenue, City of Coconut
Grove, State of Florida as its agent to accept Service of Process
within Florida.

SIGNATURE:

Walter Cox

WALTER COX

TITLE:

PRESIDENT

DATE:

09/05/96

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

SIGNATURE:

Walter Cox

DATE:

9/5/96

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this ____ day of _____, 199__.

Walter Cox
Walter Cox
FL. St. 0200-914-74-266-0

Luciana Cox
Luciana Cox
FL. St. C 210532725820

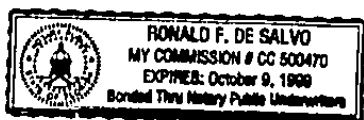
STATE OF FLORIDA)
COUNTY OF DAD)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared

WALTER COX & LUCIANA COX
known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that TRUE executed the same, that I relied upon the following form 21 of identification of the above-named person:

(was) ~~(was not)~~ taken. and that an oath

Notary Rubber Stamp Seal



Witness my hand and official seal in the County and State last aforesaid this 5TH day of SEPT, A.D. 1996.

Ronald F. De Salvo
Notary Signature

RONALD F. DE SALVO
Printed Notary Signature