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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001  
FROM: HOLLAND & KNIGHT OF MIAMI ACCT#: 072203000603  
CONTACT: STEVEN H HAGEN  
PHONE: (305) 374-8500 FAX #: (305) 789-7799

NAME: ABCD IMPORTS, INC.  
AUDIT NUMBER.....H97000006301  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION  
OF  
ABCD IMPORTS, INC.**

The undersigned, acting as incorporator of ABCD IMPORTS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is ABCD IMPORTS, INC.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on April 12, 1997.

EFFECTIVE DATE  
4-12-97

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.001 per share.

**THIS INSTRUMENT WAS PREPARED BY:**

Duccio Mortillaro, Esq.  
Fla. Bar No.: 0006866  
Holland & Knight  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
tel: (305) 374-8500  
fax: (305) 789-7799

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is Duccio Mortillaro, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 17th day of April, 1997.

  
Duccio Mortillaro, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ABCD IMPORTS, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accept, the obligations of that position.

Dated this 17th day of April, 1997.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By:   
Steven H. Hagen, Vice Pres.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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