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TRANSMITTAL LETTER

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

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-04/20/98-01114-006
***122.50 ***122.50

SUBJECT: IMPEX-USA TRADING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a ~~check~~ *m.u.*
for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy
Additional Copy Required

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Celia J. Garcia-Negrin
Name (printed or typed)

10841 S.W. 75th STREET
Address

Miami, Fl. 33173
City, State & Zip

(305) 270-7977
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 20 AM 8:43

FILED

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

Handwritten initials and date

**ARTICLES OF INCORPORATION
OF
IMPEX-USA TRADING, INC.**

FILED
98 APR 20 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is **IMPEX-USA TRADING, INC.**, the principal place of business and mailing address of the Corporation is **15156 S.W. 108th Terrace, Miami, Florida 33196**

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under laws of the United States and the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be **1000** shares of voting common stock,

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to

purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, or otherwise acquire such shares.

ARTICLE VI REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 15156 S.W. 108th Terrace, Miami, Florida 33196. The initial Registered Agent is at that address is Jaqueline Ferretti Monteiro.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws and any any Shareholders Agreement in effect.

The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES:


JAGUELINE FERRETTI MONTEIRO

ADDRESSES:

15156 S.W. 108th Terrace
Miami, Florida 33196

CARLOS MARQUES

12650 - 77th Street
Sellsmere, Florida 32948

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator is: Jaqueline Ferretti Monteiro, 15156 S.W. 108th Terrace, Miami, Florida 33196.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses [including attorney's fees] incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of April, 1998.



Jaqueline Ferretti Monteiro
Incorporator

ACKNOWLEDGMENT

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98 APR 20 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to Section 607.034, Florida Statutes, having been named to Accept service of process for IMPEX-USA TRADING, INC., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.901, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.


Jaqueline Ferretti Monteiro
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared, Jaqueline Ferretti Monteiro, to me well known to be the person who executed the foregoing Articles of Incorporation of IMPEX-USA TRADING, INC., and she acknowledged before me according to law, that she made and subscribed the same for the purpose therein mentioned and set forth, and who also executed the foregoing Acknowledgment of nomination as Registered Agent of IMPEX-USA TRADING, INC., and she made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 17th day of April, 1998.


Celia J. Garcia-Negrin
Notary Public, State of Florida

