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TO: DIVISION OF CORPORATIONS FROM: ANTHONY P. BERNARD
DEPARTMENT OF STATE 16201 SW 90TH AVE.
STATE OF FLORIDA #109
409 EAST GAINES STREET MIAMI FL 33157-000002-
TALLAHASSEE, FL 32399 CONTACT: ANTHONY BERNARD
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(((H96000000934))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COLEMAN INTERNATIONAL, INC.
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DIVISION OF CORPORATIONS

A. Bernard Bookkeeping & Tax Service, Inc.
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Division of Corporations
to: Terri Weinman
fax #: 1-904-922-4000
from: A. Bernard
date: 1/19/96
subject: Coleman International Inc
pages: 5
NOTES:

FAX AUDIT #: H96000000934

ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLEMAN INTERNATIONAL, INC

(name of corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S), COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS: COLEMAN INTERNATIONAL, INC.

9104 S.W. 132 LANE, MIAMI FL 33176

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR(S) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME DESIREE COLEMAN

ADDRESS 9104 S.W. 132 LANE

CITY MIAMI STATE FLORIDA ZIP 33176

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE(1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME DESIREE COLEMAN (PRESIDENT)

ADDRESS 9104 S.W. 132 LANE

CITY MIAMI STATE FLORIDA ZIP 33176

NAME BRENDA COLEMAN (VICE-PRESIDENT)

ADDRESS 9104 S.W. 132 LANE

CITY MIAMI STATE FLORIDA ZIP 33176

NAME OLIVIA COLEMAN (SECRETARY)

ADDRESS 9104 S.W. 132 LANE

CITY MIAMI STATE FLORIDA ZIP 33176

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME DESIREE COLEMAN (PRESIDENT)

ADDRESS 2104 S.W. 112 LANE

CITY MIAMI STATE FLORIDA ZIP 33176

NAME _____

ADDRESS _____

CITY _____ STATE FLORIDA ZIP _____

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS NINETEENTH DAY OF JANUARY 1996.

 (Seal)

_____ (Seal)

_____ (Seal)

STATE OF FLORIDA

COUNTY OF DADE

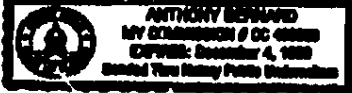
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

DESIREE COLEMAN (PRESIDENT)

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 19TH DAY OF JANUARY, 19 96.

(NOTARY SEAL)




(NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

FAX AUDIT #: H96000000934

MY COMMISSION EXPIRES:

FAX AUDIT #: H96000000934

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

COLEMAN INTERNATIONAL, INC.

(name of corporation)

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56 JAN 19 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION

AT 9104 S.W. 132 LANE

MIAMI FLORIDA 33176

HAS NAMED DESIREE COLEMAN LOCATED AT
THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS
STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

(REGISTERED AGENT)

PREPARED BY:

ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

FAX AUDIT #: H96000000934