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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 768972 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 19 PM 2:43

ORDER DATE : July 19, 2000

ORDER TIME : 11:44 AM

ORDER NO. : 768972-005

CUSTOMER NO: 85437A

CUSTOMER: Sandi D. Morejon, Legal Asst  
Smith & Supraski, P.A.  
Second Floor  
2450 N.E. Miami Gardens Drive  
Miami, FL 33180

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-07/19/00--01077--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: SCANDIC IMPORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED  
00 JUL 19 PM 12:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
FALL ANGST. 11 00 PM

g 7/19/00

**ARTICLES OF INCORPORATION**

**OF**

**SCANDIC IMPORTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 19 PM 2:43

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is: **SCANDIC IMPORTS, INC.** The principal place of business of this corporation shall be at **9364 Bay Drive, Surfside, Florida 33154.**

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV**

**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**

**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI  
DIRECTORS

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Marvin Bigelman	9364 Bay Drive Surfside, Florida 33154
Nicolae Albu	9364 Bay Drive Surfside, Florida 33154

ARTICLE VII  
DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII  
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICERS</u>
Marvin Bigelman	9364 Bay Drive Surfside, Florida 33154	President
Nicolae Albu	9364 Bay Drive Surfside, Florida 33154	Vice President

ARTICLE IX  
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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X  
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI  
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Marvin Bigelman, 9364 Bay Drive, Surfside, Florida 33154.

ARTICLE XII  
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

Marvin Bigelman

9364 Bay Drive, Surfside, Florida 33154.

ARTICLE XIII  
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her 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 proceeding.

Dated this 23 day of May, 2000.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)  
)ss:  
)


  
MARVIN BIGELMAN

The foregoing instrument was acknowledged before me this 23 day of May, 2000, by MARVIN BIGELMAN, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not x take an oath.



STEVEN H. ROTHSTEIN  
COMMISSION # CC 572181  
EXPIRES AUG 28, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

My Commission Expires:



Notary Public, State of Florida

Print Name: STEVEN H. ROTHSTEIN

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 19 PM 2:43

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT SCANDIC IMPORTS, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT 9364 BAY DRIVE, SURFSIDE, FLORIDA 33154, HEREBY NAMES  
MARVIN BIGELMAN, 9364 BAY DRIVE, FLORIDA 33154, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
MARVIN BIGELMAN

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 AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
MARVIN BIGELMAN

REGISTERED AGENT

DATED: 5/23/00