

**P00000074008**

Fort Lauderdale, July 28, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399


**SUBJECT: Incorporation of THE IMPORTS DEPOT, INC.**

000003340850--1  
-07/31/00--01120--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Enclosed are one original and a copy of the Articles of Incorporation of THE IMPORTS DEPOT, INC; and the check # 362, made payable to the Florida Department of State in the amount of \$78.75 which includes the Filing Fee and Certificate of Status.

Sincerely,

  
**Eduardo Dias Cavalcante**  
President

FILED  
00 JUL 31 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

**THE IMPORTS DEPOT, INC.**

1040 Seminole Drive # 257 - Fort Lauderdale, FL 33304 - Phone (954) 564-9718

8-3  
WCC

**ARTICLES OF INCORPORATION  
OF  
"THE IMPORTS DEPOT, INC"**

FILED  
00 JUL 31 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida, hereby adopts the following Articles of Incorporation for THE IMPORTS DEPOT, INC.:

**ARTICLE I - NAME**

The name of the Corporation is THE IMPORTS DEPOT, INC.

**ARTICLE II - OFFICES**

The principal offices of the corporation shall be established and maintained at 1040 Seminole Drive # 257, Fort Lauderdale, Fl 33304. The corporation may also have offices at such places within or without the State of Florida as the Board of Directors may from time establish.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV - SHARES**

**IV.1 - NUMBER OF SHARES OF THE CORPORATION**

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of ONE DOLLAR (\$1.00) par value Common Stock.



#### **IV.2 - CERTIFICATES**

The shares of the corporation shall be represented by certificates. They shall be numbered and entered on the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the President or a Vice-President and the Treasurer or the Secretary and shall bear the corporate seal. When such certificates are signed by a transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the corporation and a registrar, the signatures of such officers may be facsimiles.

#### **IV.3 - TRANSFER OF SHARES**

Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. Whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer. No transfer shall be made within ten days next preceding the annual meeting of stockholders.

#### **ARTICLE V - INITIAL OFFICER/DIRECTORS**

The corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Board of Directors of the Corporation are:

##### **NAME**

##### **ADDRESS**

**Eduardo Dias Cavalcante/  
President and Treasurer**

**1040 Seminole Drive # 257  
Fort Lauderdale, Fl 33304**

**Debora Rocha Lopes Cavalcante/  
Vice President and Secretary**

**1040 Seminole Drive # 257  
Fort Lauderdale, Fl 33304**



#### **ARTICLE VI - REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1040 Seminole Drive # 257, Fort Lauderdale, Fl 33304 and the name of the initial Registered Agent of the Corporation at that address is Eduardo Dias Cavalcante.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Eduardo Dias Cavalcante  
1040 Seminole Drive # 257  
Fort Lauderdale, Fl 33304

#### **ARTICLE VIII - DURATION**

The Corporation shall have perpetual existence and these Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State Florida.

#### **ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation can be made.

#### **ARTICLE X - DISSOLUTION**

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate



property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

**ARTICLE XI - FISCAL YEAR**

The fiscal year shall begin on the 1st day of January of each year.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 28th day of July, 2000.

  
Eduardo Dias Cavalcante

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered Agent of THE IMPORTS DEPOT, INC., as made in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities of Registered Agent for said corporation, 28th of July, 2000.

  
Eduardo Dias Cavalcante

FILED  
00 JUL 31 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is:

**THE IMPORTS DEPOT, INC.**

2. The name and address of the registered agent and office is:

**Eduardo Dias Cavalcante  
1040 Seminole Drive #257  
Fort Lauderdale, Fl 33304**

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

Fort Lauderdale, July 28, 2000.

  
\_\_\_\_\_  
**Eduardo Dias Cavalcante**