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-10/31/00-01034-008

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. CAROLINA IMPORTS, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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00 OCT 31 PM 12:19  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**CAROLINA IMPORTS, INC.**

**FILED**  
00 OCT 31 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

**ARTICLE I - NAME**

The name of this corporation is: **CAROLINA IMPORTS, INC.**

**ARTICLE II - EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of no par, which shall be designated as common shares.

**ARTICLE V - ADDRESS**

The street address and mailing address of the registered office of this Corporation is:

2000 South Dixie Highway, Suite 100-M  
Miami, Florida 33133

and the name of the initial registered agent of this corporation at that address is:

Michel Huysman  
Attorney at Law

who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

**ARTICLE VI - DIRECTORS**

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

CARLOS ALFONSO FEREYRA CASTRO

The principal corporate office is at:

2000 S. Dixie Highway, Suite 100-M  
Miami, Florida 33133


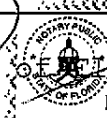
**ARTICLE VII - SUBSCRIBERS**

The name and address of the Incorporator signing these Articles of Incorporation is: CARLOS ALFONSO FEREYRA CASTRO c/o Michel Huysman, Esq., 2000 S. Dixie Highway, Suite 100-M, Miami, FL

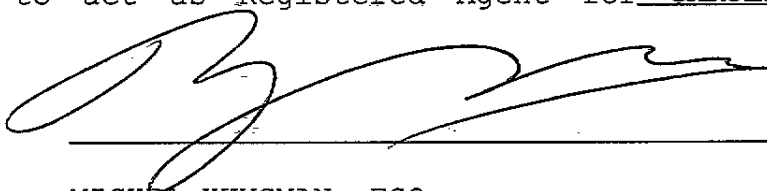
STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared CARLOS ALFONSO FEREYRA CASTRO, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

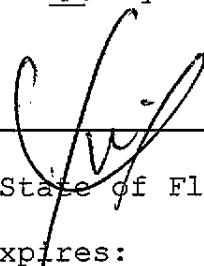
WITNESS, my hand and official seal in the County and State named above, this 30 day of October 2000.

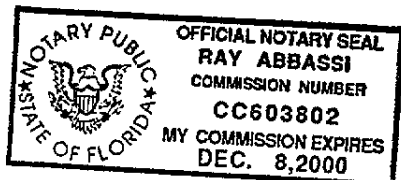
  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires:  Michel Huysman  
Commission No. CC628636  
My Commission Exp. 05/02/2001  
Bonded Through Fla. Notary Service & Bonding Co.

THE UNDERSIGNED hereby notifies that he has accepted the position and agrees to act as Registered Agent for CAROLINA IMPORTS, INC.

  
\_\_\_\_\_  
MICHEL HUYSMAN, ESQ.

SWORN TO and subscribed before me this 30 day of October, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires:



**ARTICLE VIII - ALIENATION OF SHARES**

No shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders..

**ARTICLE X - DIRECTORS' COMPENSATION**

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

**ARTICLE XI - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation.

  
INCORPORATOR

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