

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

300003456893--8

-11/08/00--01022--023

*****78.75 *****78.75

OFFICE USE ONLY

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

1. IMPORT/EXPORT CONSULTANTS, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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

Examiner's Initials

FILED
00 NOV -8 PM 12:52
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
IMPORT / EXPORT CONSULTANTS, CORP.

ARTICLE I

NAME:

The name of this corporation is:

Import / Export Consultants, Corp.

ARTICLE II

PURPOSE:

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

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ARTICLE IV

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630 of the Florida Business Corporation Act, as presently enacted.

ARTICLE V

RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI

MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the Corporation is: P.O. Box 660040 , Miami, Florida 33266, and the Registered Agent is: Rolando A. Amador, Esq., Amador & Amador, P.A., 780 N.W. LeJeune Road , Suite 423, Miami, Florida 33126.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws.

The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

The initial Director of the Corporation is:

JUAN JOSE DALMASY

4780 N.W. 102 Avenue / #202
Miami, Florida 33178

ARTICLE VIII

INCORPORATORS

The names and addresses of the person signing these articles are:

Name

Street Address:

JUAN JOSE DALMASY

4780 N.W. 102 Avenue / #202
Miami, Florida 33178

ARTICLE IX

OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

Initially, the following will be the officers of this corporation:

President: Juan Jose Dalmasy

Vice-President: Juan Jose Dalmasy

Secretary: Juan Jose Dalmasy

Treasurer: Juan Jose Dalmasy

ARTICLE X

BY-LAWS

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

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

ARTICLE XI

NOTICES

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI

PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant the, any party may petition the Dade County Bar Association and/or the Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their

duties, including those arising out of negligence.

ARTICLE XII

DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

ARTICLE XIV

CORPORATION ACQUISITION OF ITS OWN SHARES

In the extent permissible by Section 607.0631 of the Florida Business Corporation Act, this corporation may acquire its own shares, which will then constitute treasury shares of this corporation, i.e., shall be issued but not outstanding shares, until cancelled or disposed of by the corporation.

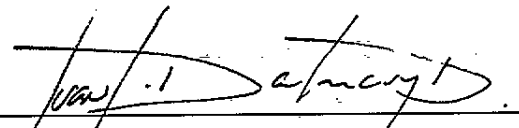
ARTICLE XV

SHAREHOLDERS' AGREEMENT

The shareholders of this corporation, while it has less than 100 shareholders, may enter into any agreement to the purposes set forth in Section 607.0732 of the Florida Business Corporation Act, provided any such agreement is conspicuously noted on the front or back of each certificate of stock, or otherwise the corporation has

complied with the requirements set forth in said Section 607.0732 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 26 day of October, 2000.

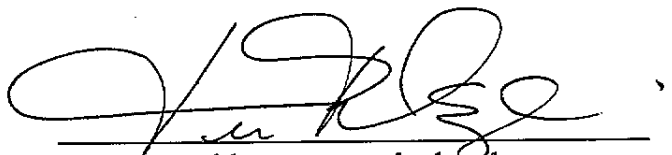

JUAN JOSE DALMASY

State of Florida)
) SS
County of Dade)

BEFORE ME, the undersigned authority, personally appeared JUAN JOSE DALMASY, who are personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same, this 26th day of October, 2000.

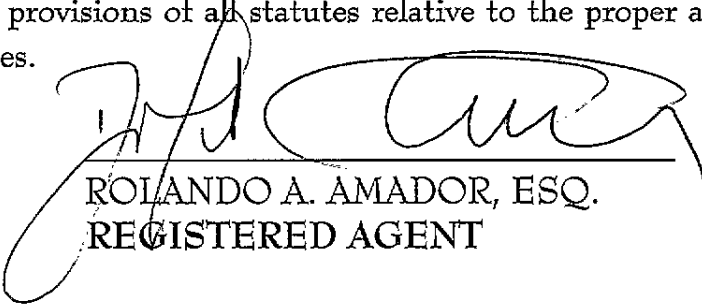


Islene Rodriguez
My Commission CC893629
Expires December 08, 2003


Notary Public, State of Florida
Printed Name: ISLENE RODRIGUEZ

My commission expires:

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, 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.



ROLANDO A. AMADOR, ESQ.
REGISTERED AGENT

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00 NOV -8 PM 12:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA