

PO1000098446

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-10/10/01--01011--003  
\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: **INTERCOMEX Cargo Corporation**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\_\_\_ \$70.00      \_\_\_ \$78.75      \_\_\_ \$122.50      XXX \$131.25

FROM: Juan E. Yanez

3470 S. W. 9<sup>th</sup> Street No. B-9

Miami, Florida 33135

(305) 447-4654

FILED  
01 OCT -9 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE: Please provide the original and one copy of the articles.**

E. Mitchell

OCT 10 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL PARTS CORP.**

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TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this corporation is *INTERCOMEX Cargo Corporation* and the address of the corporation is 14302 S. W. 177<sup>th</sup> Terrace, Miami, Florida 33177.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue ONE HUNDRED (100) SHARES OF COMMON STOCK AT ONE (\$100.00) PAR VALUE.

**ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION**

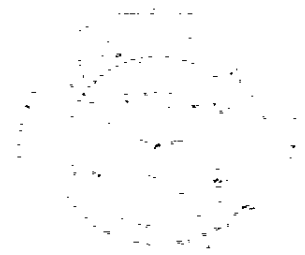
In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares of stock will receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 14302 S. W. 177<sup>th</sup> Terrace, Miami, Florida 33177.



The name and address of the initial registered agent of the corporation is:

**Monica Paredes**  
**14302 S. W. 177<sup>th</sup> Terrace**  
**Miami, Florida 33177**

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 state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date: September 29<sup>th</sup>, 2001

  
Monica Paredes

#### **ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have 3 director initially. The number of directors may be increased or decreased from time to time as provided by the bylaws, but shall never be less than one. The name of the initial directors of this corporation are:

**Eduardo Gabriel Navas-Russo, President**  
**Ivonne Yolanda Jaramillo de Navas, Vicepresident**  
**Monica Paredes, Treasurer**

#### **ARTICLE IX-INCORPORATORS**

The name and address of the persons signing these Article of Incorporation are:

**Eduardo Gabriel Navas-Russo, Eloy Alfaro No. 266, Edificio Doral No. 55, Quito, Ecuador**  
**Ivonne Yolanda Jaramillo de Navas, Eloy Alfaro No. 266, Edo. Doral No. 55, Quito, Ecuador**  
**Monica Paredes, 14302 S. W. 177<sup>th</sup> Terrace, Miami, Florida 33177**

#### **ARTICLE X-BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

INTERCOMEX, Cia. Ltd.  
Eduardo Gabriel Navas-Russo

51 Shares  
20 Shares



Ivonne Yolanda Jaramillo de Navas  
Monica Paredes

20 Shares  
9 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII-CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XIII-CALLING OF SPECIAL MEETINGS**

Special meeting of the shareholders may be called by the Board of Directors.

#### **ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

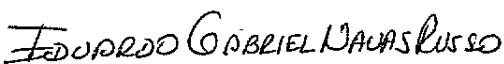
#### **ARTICLE XV-AMENDMENT**

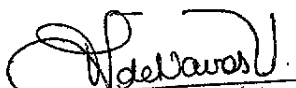
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

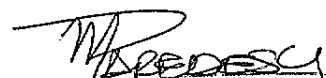
#### **ARTICLE XVI-INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29<sup>th</sup> day of September of 2001.

  
Eduardo Gabriel Navas-Russo

  
Ivonne Yolanda Jaramillo de Navas


  
Monica Paredes



STATE OF FLORIDA )  
                                  )SS  
COUNTY OF DADE )

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Monica Paredes to me known to be the person described in and who executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 1st day of October A.D. 2001.

  
Jorge Lavandero  
NOTARY PUBLIC  
State of Florida,  
at large.

MY COMMISSION EXPIRES:

