

POA 000013310

LONDON Express  
5303 E. Colonial DR  
suite B  
ORLANDO, FL 32807

200004850282--5  
-01/31/02--01028--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

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

- 1. \_\_\_\_\_  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Pick up time
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
2002 JAN 31 AM 10:19  
FILED

Examiner's Initials

J 5/6/02

**ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

**ARTICLE I**

**CORPORATE NAME**

THE NAME OF THIS CORPORATION SHALL BE PHILIP EXPORTS, Inc.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III**

**CAPITAL STOCK**

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE THOUSAND (1.000 ) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

**ARTICLE IV**

**INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS

PREPARED BY:

LONDON EXPRESS, INT'L  
5303 E. COLONIAL DR. - SUITE B  
ORLANDO, FLORIDA 32807  
PH (407) 482-2626 FAX (407) 482-2321

**ARTICLE V**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BE THE REGISTRATION DATE WITH THE DEPARTMENT OF STATE.

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2002 JAN 31 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

2611 Gold Dust Circle  
Kissimmee, Fl. 34744

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

EDGAR OLWALDO CAITA  
2611 Gold Dust Circle  
Kissimmee, Fl. 34744

**ARTICLE VII**

**DIRECTOR**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

President  
EDGAR OLWALDO CAITA

**ARTICLE VIII**

**BOARD MEMBERS**

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

President  
EDGAR OLWALDO CAITA

**ARTICLE IX**

**SUBSCRIBERS**

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

EDGAR OLWALDO CAITA  
2611 Gold Dust Circle  
Kissimmee, Fl. 34744

**ARTICLE X**

**PREEMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

**ARTICLE XI**

**AMENDMENT**

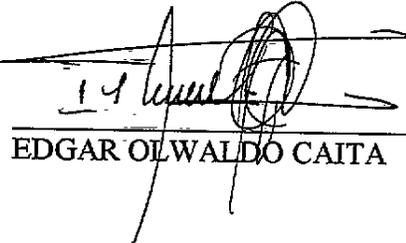
THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

**ARTICLE XII**

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE

STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

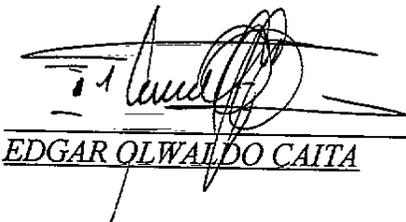
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 17<sup>th</sup> of JANUARY 2002.

  
EDGAR OLWALDO CAITA

**FILED**  
2002 JAN 31 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACKNOWLEDGMENT**

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
EDGAR OLWALDO CAITA

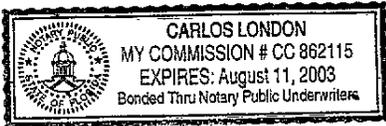
**STATE OF FLORIDA  
COUNTY OF ORANGE**

**BEFORE ME**, the undersigned authority, this day personally appeared Edgar Olwaldo Caita to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

**IN WITNESS WHEREOF**, I have herein to set my hand seal this 17<sup>th</sup> of January of 2002.



Notary Public, State of Florida



Identification Produced:

My Commission Expires: *August 11 - 2003*