

PO3 0000 76219

Luigi Cuomo ^{ie)}

2500 Parkview Drive #1904
Hallandale, FL. 33009

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GINO CUOMO, INC.**

ARTICLE I
Name

The name and address of this corporation is:

GINO CUOMO, INC.
5110 N.W. 2nd AVE
Miami FL, 33127

ARTICLE II
Purpose

The purpose of this corporation is to engage in the business of import / export, wholesale and retail sales of: home, office and restaurant furniture and equipment, household products, transportation equipment and machinery.

Additionally, this incorporation 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 200 share of common stock at \$0.01 per value each.

ARTICLE IV
Preemptive Rights

Every share holder, upon the sale of any new common stock, or of any treasury common stock, shall have the right to purchase his pro rata share of said stock (as nearly as it may be done without the issuance of fractional share) at the price at which it is offered to other. "pro-rate" means, in this article, in the proportion the number of shares already owned by the share holders bears to the total number of shares of incorporation already issued and outstanding by the corporation. In case any share holder does not make use of his preemptive rights

also encompass authorized shares issued within 6 months from the effective date of incorporation.

ARTICLE V
Right of First Refusal

In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his share (or any rights or interest therein), such shareholder (hereinafter referred to as the offering Shareholder) shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders by registered mail at the addresses listed in the corporations books. The notice to the corporation shall be sent to the corporate office. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the prices per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, the Corporation shall have the exclusive right and option, exercisable at any time during a period of fifteen (15) days from the date of delivery of the notice, to purchase the shares of the corporation covered by the offer in question at the same price and on the same terms and conditions of the offer as set out in such notice. If the Corporation decides to exercise the option, it shall give written notification of this effect to the shareholders desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. If the Corporation does not elect to exercise its option to purchase any or all of the offered shares, it shall, prior to the expiration of the fifteen (15) day period stated above, notify the other shareholders of its election and each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of receipt of said notice to purchase that portion of the offered shares (not so purchased by the Corporation) that the number of shares held by him bears to the number of shares held by all shareholders electing to purchase (and actually purchasing the offered shares) on the same terms and condition as set out in the offer.

Each shareholder electing to purchase ("purchasing shareholder") shall promptly give notice to the Secretary of the Corporation of the maximum number of shares that he is willing to purchase. If the purchasing shareholders desire to purchase, any of the shares that are subject to the offer, the Secretary shall give written notification to this effect to the offering shareholder; the sale to the purchasing shareholder shall be closed within thirty (30) days thereafter. In the event that the purchasing shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the purchasing shareholders do not intend to acquire to the prospective purchaser, provided, further, that the right of the corporation to exercise its option to purchase shall be subject of the laws of the State of Florida governing the rights of a corporation to purchase its own shares.

Similar rights of purchase will accrue to the corporation and to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared bankrupt (unless the case is dismissed by the court within a reasonable time), makes an assignment in favor of creditors, or dies. The purchase price per share of stock in this case will be determined by an evaluation to be made as of about the middle of the last fiscal year of the corporation by an outside, independent appraiser, who will determine as exactly as possible, the value of such share, using generally accepted accounting methods. The same right shall accrue to the corporation or to the rest of the share holders, if the shares of a share holder are levied upon, sold, either publicly or privately as a consequence of the existence of any security interest in them, or any similar matter.

ARTICLE VI
Initial Registered Office and Agent

The initial registered office of this corporation is: 5110 N.W.2nd Ave Miami, Florida 33127, and the Registered Agent is: Luigi Cuomo

ARTICLE VII
Name

Name	Street Address
Luigi Cuomo	2500 Parkview Drive #1904 Hallandale, FL. 33009
German Buitrago	17528 SW 28 th Ct. Miramar, FL 33029

Initial Board of Directors

The corporation shall have one director (s) initially. The number of directors may be either increased or dismissed from time to time by-laws, but shall never be less than one. The initial directors of this corporation are:

Name	Street Address
Luigi Cuomo	2500 Parkview Drive #1904 Hallandale, FL. 33009
German Buitrago	17528 SW 28 th Ct. Miramar, FL. 33029

ARTICLE VIII
Incorporators

The name of the person signing these articles is:

Name	Street address
Luigi Cuomo	2500 Parkview Drive #1904 Hallandale, FL. 33009

ARTICLE IX
Officers

This corporation shall have the following officers: President, Secretary, Treasurer and Vice-President.

Name	Street Address	
Luigi Cuomo	5110 N.W. 2 nd A Miami Florida 33127	President
German Buitrago	5110 N.W. 2 nd Ave Miami florida 33127	Vice- president
Luigi Cuomo	5110 N.W. 2 nd Ave Miami Florida 33127	Secretary
German Buitrago	5110 N.W. 2 nd Ave Miami Florida 33127	Treasurer

ARTICLE X

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

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 attorneys, designated by the Florida Bar in the field of corporations; two of such attorneys shall be selected, one each, by the parties in deadlock; the third

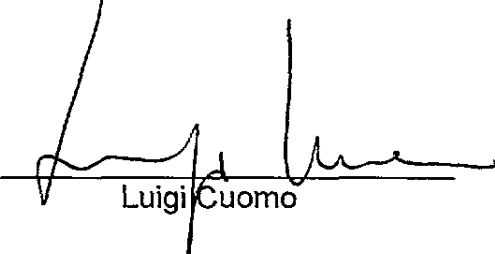
shall be chosen by the two attorneys selected by the parties in deadlock. If any party refuses to appoint an attorney then, any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney or attorneys so nominated shall be considered as nominated by the party or parties who 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed the Articles of Incorporation, this 26 Day of June, 2003

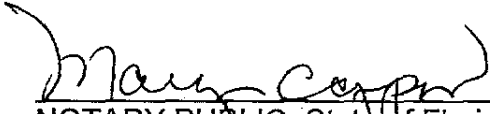

Luigi Cuomo

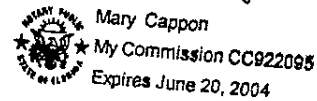
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared, Known to be the person(s) who executed the foregoing Articles of incorporation and he/she/they acknowledged before me that he/she/they executed the same this 26 day of June, 2003



NOTARY PUBLIC, State of Florida



My commission Expires:

6/20/2004

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


REGISTERED AGENT