

04/12/04 12:48p ECFS 305 444-4977 Page 1
Div of Corporations
P040000062629

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000079045 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : 120000000146
Phone : (305) 444-4994
Fax Number : (305) 444-4977

FILED
2004 APR 14 AM 8:47
DIVISION OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

P.J. EDWARDS WORLDWIDE COMMERCE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Apr 14 04 12:18p ECFS

305-444-4977

P. 2

((H04000079045)))

FILED
2004 APR 14 AM 8:47
RECORDING OFFICE OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

P.J. EDWARDS WORLDWIDE COMMERCE, INC.

The undersign incorporator hereby forms a corporation under CHAPTER 607 of the laws of State of Florida.

ARTICLE 1
NAME

The name of the corporation shall be, P.J. Edwards Worldwide Commerce, Inc. and the principal office of this corporation shall be 6123 NW 72 Ave. in the city of MIAMI, state of FLORIDA, and zip code 33166.

ARTICLE 2
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE 3
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 having \$ 1.00 par value per share.

((H04000079045)))

ARTICLE 4
ADDRESS

The name and street address of the initial registered agent of this corporation shall be **Elo Enterprises, 1900 W. Commercial Blvd #139 county of Broward state of FLORIDA**, and zip code 33309

ARTICLE 5
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 6
DIRECTORS

All corporate power shall be exercised by or under authority of **P.J. Edwards Worldwide Commerce, Inc.** of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Directors, initially. The number of Director may either increased or decreased from time to time by amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one(1). The name (s) and street address (es) of the initial member (s) of the Board of Director (s) are:

PRESIDENT: Carlos E. Gonçalves

((H04000079045)))

ARTICLE 7
BY LAWS AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE 8
IDENTIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out any provided for in the Bylaws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE 9
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 10
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided by the Florida Statutes.

((H04000079045)))

ARTICLE 11
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (wether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise heis pre emptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

ARTICLE 12
DIRECTOR CONFLICT OF INTEREST

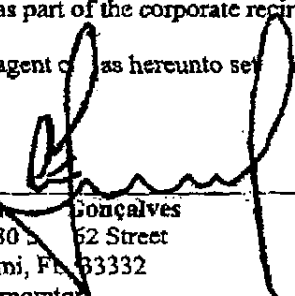
- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors of officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:
1. If the fact or such common directorship, officership or financial interest is diclosed or know to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors:
or
 2. If such common directorship, officership or financial interest is disclosed or know to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders: or
 3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

((H04000079045)))

ARTICLE 13
INFORMAL ACTION OF SHAREHOLDERS

Any action of shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, The undersigned agent of as hereunto set her hand and seal this 8th day of January of 2003.

BY: 
Carl Gonçalves
19280 52 Street
Miami, FL 33332
Incorporator

((H04000079045)))

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

ELO Enterprises, Inc. a Corporation, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


By: Lyndi C. Chinco

FILED
2004 APR 14 AM 8:47
CLERK OF STATE
TALLAHASSEE FLORIDA