

# P04000141677

Florida Department of State  
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To:

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

From:

Account Name : VANEX INTERNATIONAL, INC.  
Account Number : I19990000028  
Phone : (305) 350-0725  
Fax Number : (305) 350-0749

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

### Euromex International Inc

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 13, 2004

VANEX INTERNATIONAL, INC.

SUBJECT: EUROMEX INTERNATIONAL INC.  
REF: W04000037623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings SectionFAX Aud. #: H04000203199  
Letter Number: 804A00059013

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

# **ARTICLES OF INCORPORATION OF EUROMEX INTERNATIONAL INC**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

## **Article 1 - Name**

The name of the corporation is **EUROMEX INTERNATIONAL INC**, (hereinafter, "Corporation").

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## **Article 2 - Purpose of Corporation**

The Corporation shall engage in import and export and in any activity or business permitted under the laws of the United States and of the State of Florida.

## **Article 3 - Principal Office**

The address of the principal office of this Corporation is 9113 SW 150 AVENUE, MIAMI, FL 33196 and the mailing address is the same.

## **Article 4 - Incorporator**

The name and street address of the incorporator of this Corporation is:

Jacqueline F Rodriguez  
2655 Le Jeune Road  
Suite 326  
Coral Gables, FL 33134

## **Article 5 - Officers**

**The officers of the Corporation shall be:**

**President: JORGE LOZADA  
Vice-President: JORGE LOZADA  
Secretary: JORGE LOZADA  
Treasurer: JORGE LOZADA**

**Whose addresses shall be the same as the principal office of the Corporation.**

## **Article 6 - Directors(s)**

**The Directors(s) of the Corporation shall be:**

**JORGE LOZADA**

**Whose addresses shall be the same as the principal office of the Corporation.**

## **Article 7 - Corporate Capitalization**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).**
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the**

Board of Director(s) may deem advisable in connection with such issuance.

- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

### **Article 8 -Shareholders' restrictive agreement**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **Article 9 - Powers of Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **Article 10 - Term of Existence**

**This Corporation shall have perpetual existence.**

### **Article 11 - Registered owner(s)**

**The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.**

### **Article 12 - Registered office and Registered Agent**

**The initial address of registered office of this Corporation is 2655 LE JEUNE ROAD SUITE 326, CORAL GABLES, FL 33134. The name and address of the registered agent of this Corporation is JACQUELINE RODRIGUEZ, 2655 LE JEUNE ROAD SUITE 326, CORAL GABLES, FL 33134.**

### **Article 13 - Bylaws**

**The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.**

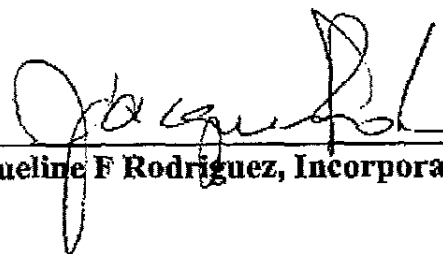
## **Article 14 - Effective Date**

**These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.**

## **Article 15 - Amendment**


**The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.**

**IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, the October 1, 2004.**

  
\_\_\_\_\_  
**Jacqueline F Rodriguez, Incorporator**

**Acceptance of Registered Agent Designated in**  
**Articles of Incorporation**

I, JACQUELINE F RODRIGUEZ, having a business office at 2655 LE JEUNE ROAD, SUITE 326, CORAL GABLES, FL 33134, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, hereby am familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of Florida Statutes.

  
JACQUELINE F RODRIGUEZ

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