

TRANSMITTAL LETTER

P95000002994

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

4100001374354
 -01/10/95--01018--014
 *****78.75 *****78.75

SUBJECT: MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC.
 (Proposed corporate name - must include suffix)

FILED
 95 JAN 9 AM 8 10
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

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

- \$70.00
Filing Fee
- \$78.75
Filing Fee & Certificate
- \$122.50
Filing Fee & Certified Copy
- \$131.25
Filing Fee, Certified Copy & Certificate

H. SIMS JAN 12 1995

FROM: MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC
 Name (printed or typed)

825 SOUTH VILLAGE DR #204
 Address

ST. PETERSBURG, FLORIDA 33716.
 City, State & Zip

MUF GAV:
 AUTHORIZATION BY PHONE TO
 CONTACT DBA Name
 DATE 1-12-95
 BY G/S

(813) 5799630 telefax
 Daytime Telephone number

[Handwritten Signature]

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

ARTICLES OF INCORPORATION

OF

MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC
~~DRA MF IMPORT & EXPORT AGENTS,~~
(A Corporation for Profit)

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC

ARTICLE II. EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE V. PRICIPAL OFFICE

The principal office, if know, or the mailing address of the corporation is; 825 South Village Dr.# 204, St. Petersburg,Florida 33716.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is: MARIO VILLELA FALCAO-825 South Village Dr # 204-St. Petersburg, Fla, 33716.

95 JAN - 9 AM 8 40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Mario Villela Falcao
825 South Village Dr # 204
St. Petersburg-Fla 33716

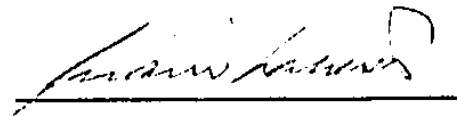
ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

This corporation shall not have more than 35 shareholders. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions and consents of this.. corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 2nd day of January , 1995



MARIO V. FALCAO INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The forgoing instrument was acknowledged before me this 2nd day of January, 1995, by MARIO V. FALCAO, who is personally known to me or who has/have produced a Drivers License, as identification and who did take an oath.

Kathryn A. Woodard

Notary Public

My Commission # KATHRYN A. WOODARD
MY COMMISSION # CC359044 EXPIRES
April 22, 1998
BONDED THROUGH TROY FAH INSURANCE, INC.



95 JAN - 9 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for

MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC

at the place designated in the foregoing articles, namely 825..
South Village Dr # 204, St. Petersburg, Fla 33716.

I HEREBY AGREE to act in this capacity and to comply
with all Florida Statutes relative to the performance of my
duties.

Dated this 2nd day of January, 1995.

BY: *Mario V. Falcao*

REGISTERED AGENT

Name: Mario V. Falcao

P9500000 2994

TO
FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE

MAY, 13, 96

REF: DISSOLUTION OF CORPORATION.

The undersigned incorporator of MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC., stockholder of a majority of all outstanding shares, present this petition for DISSOLUTION of MF FLORIDA KEY IMPORT&EXPORT AGENTS, INC., under the following reasons:

1. THE CORPORATION HAD NO ACTIVITIES SINCE THE FORMING DATE UNTIL NOW;
2. THE CORPORATINO HAD NO EMPLOYEES, NO BANK ACCOUNTS, AND NOT EVEN COMMENCED BUSINESS.

As yours per instructions, enclosed check amount \$ 35.00, payable to the Department of State, regarding the filling fee for the attached ARTICLES OF DISSOLUTION.

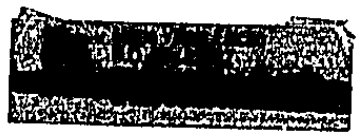
Please, contact us if any further inquiries on this matter should be necessary at:

FAX: (813)5799630
ADD: 825 S Village DR # 204
ST. PETERSBURG FLA 33716.

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****35.00 ****35.00



Mario V. Falcao- Incorporator.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 15 AM 9:13

FILED

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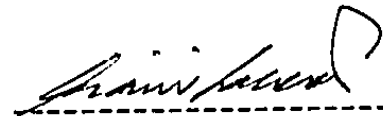
ARTICLES OF DISSOLUTION

FILED
95 MAY 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST: The name of the corporation is MF FLORIDA KEY IMPORT & EXPORT AGENTS, INC.
- SECOND: The articles of incorporation were filed on January, 9, 1995.
- THIRD: The corporation has not commenced business.
- FOURTH: No debt of the corporation remains unpaid.
- FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholder, if shares were issued.
- SIXTH Adoption of dissolution:
A majority of the incorporators authorized the dissolution.

Signed this 13 day of May , 1996



MARIO V. FALCAO Incorporator.