

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000005624

95 JAN 23 11:12
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 528485 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 23, 1995

ORDER TIME : 8:47 AM

ORDER NO. : 528485

CUSTOMER NO: 85437A

CUSTOMER: Ms. Erica M. Lamb
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre
11900 Biscayne Boulevard
Miami, FL 33181

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****122.50 ****122.50

DOMESTIC FILING

P95000005624

NAME: M&S EXPORT/IMPORT, INC.

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
95 JAN 23 PM 1:12
TALLAHASSEE, FLORIDA
SECRET

1-23-95
02/A

**ARTICLES OF INCORPORATION
OF
M&S EXPORT/IMPORT, INC.**

FILED
95 JAN 23 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: M&S EXPORT/IMPORT, INC. The principal place of business of this corporation shall be at 8580 N.W. 36th Street, Suite 208, Sunrise, Florida 33351.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence if Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

The number of directors of the corporation shall not be more than ten as voted upon by the shareholders of the corporation.

ARTICLE VII
DIRECTORS

The name and address of the member of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME

ADDRESS

Dennis Farber

8580 N.W. 36th Street
Suite 208
Sunrise, Florida 33351

Stacy Farber

8580 N.W. 36th Street
Suite 208
Sunrise, Florida 33351

**ARTICLE VII:
OFFICERS**

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor(s) is/are elected or appointed is:

NAME

ADDRESS

Dennis Farber, President

8580 N.W. 36th Street
Suite 208
Sunrise, Florida 33351

Stacy Farber, Secretary

8580 N.W. 36th Street
Suite 208
Sunrise, Florida 33351

**ARTICLE IX
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of

second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Dennis Farber, 8580 N.W. 36th Street, Suite 208, Sunrise, Florida 33351.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

Dennis Farber

ADDRESS

8580 N.W. 36th Street
Suite 208
Sunrise, Florida 33351

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at

the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

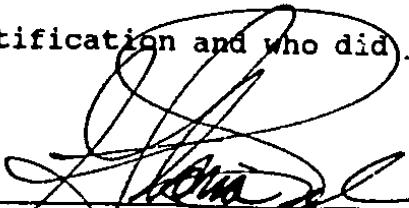
Dated this 20th day of January, 1995.


DENNIS FARBER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of January, 1995, by DENNIS FARBER, who is personally known to me or who has produced

FL. Drivers Lic. as identification and who did did not take an oath.


Notary Public, State of Florida

My Commission Expires:



GLORIA SALOM
MY COMM EXP 5/12/96
BONDED BY SERVICE INS.
NO. CC200828

GLORIA SALOM
Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**


FILED
95 JAN 23 PM 1:16
TALLAHASSEE
STATE OF FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT M&S EXPORT/IMPORT, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 8580 N.W. 36TH STREET, SUITE 208,
SUNRISE, FLORIDA 33351, HEREBY NAMES DENNIS FARBER AT 8580 N.W.
36TH STREET, SUITE 208, SUNRISE, FLORIDA 33351, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


DENNIS FARBER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


DENNIS FARBER
REGISTERED AGENT
DATED: 1/23/95