

198-92248-1 P.108

FAX: (904) 922-4000

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TO

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 27, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE. 200
MIAMI, FL 33135

SUBJECT: PACIFIC TRADING OVERSEAS, INC.
REF: H95000002019

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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Terri Buckley
Corporate Specialist

FAX And. #: H95000000987
Letter Number: 695A00003677

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

ARTICLES OF INCORPORATION
OF
EXPRESS TRADING OVERSEAS, INC.

ARTICLE I-NAME

The name of this Corporation is EXPRESS TRADING OVERSEAS, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED) 500 shares of One Dollars (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is ULISES M. TALAVERA, 8255 LAKE DR APT. F-502, MIAMI, FL 33166. The principal place of business of the Corporation shall be P. O. BOX 527501, MIAMI, FL 33152.

PREPARED BY:
DAISY MARTINEZ
DEMAR ENTERPRISES ACCOUNTING SERVICES, INC.
1550 W 84 ST. #77
HIALEAH, FL 33014
PH (305) 558-4947/558-3000
FAX (305) 821-9794

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have tow (2) Director(s) initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two (2). The name and address of the initial are:

NAME	ADDRESS
FRANCO M. CORDOVA PRESIDENT - 250 SHARES	P. O. BOX 327501 MIAMI, FL 33152
ULISES M. TALAVERA VICE-PRESIDENT - 250 SHARES	8255 LAKE DR APT. F-502 MIAMI, FL 33166

ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her 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-INCORPORATOR

The person signing these articles is ULISES M. TALAVERA, 8255 LAKE DR APT. F-502, MIAMI, FL 33166.

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ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25 day of January 1995.


FRANCO M. CORDOVA
PRESIDENT


ULISES N. TALAVERA
VICE-PRESIDENT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that EXPRESS TRADING OVERSEAS, INC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named ULISES M. TALAVERA located at MIAMI, FL, County of DADE, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this January 25, 1995.

Ulises M. Talavera
ULISES M. TALAVERA
Registered Agent