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FEB 6 1995 FROM: EMPIRE KIT COMPANY 1492 W FLAGLER ST SUITE 200 MIAMI FL 33135- CONTACT: RAY STORMONT PHONE: (305) 541-3694 FAX: (305) 541-3770
PUBLIC ACCESS SYSTEM
(((H95000001466))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: D & B EXPO-IMPO, INC.
FAX AUDIT NUMBER: H95000001466 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/06/1995 TIME REQUESTED: 09:47:55
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003255

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TALLAHASSEE, FLORIDA

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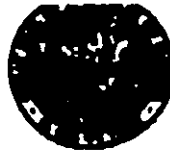
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TO

19849224000

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: D & B EXPO-IMPO, INC.
REF: W95000002634

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

PLEASE RESEND YOUR COVER LETTER, AND LIST THE REGISTERED AGENTS ADDRESS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000001466
Letter Number: 595A00004906

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

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ARTICLES OF INCORPORATION
OF

D & B EXPO-IMPO, INC.

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TALLAHASSEE, FLORIDA

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WE, THE UNDERSIGNED, DINO M. ZAVALA AND BORIS IDROVO hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

D & B EXPO-IMPO, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-

Prepared by:
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Miami, FL 33134
305-445-9025

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partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of **NONE PAR VALUE**.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of **ONE HUNDRED DOLLARS**.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

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ARTICLE VI**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be: 7921 S.W 138TH CT. MIAMI, FLORIDA 33183 and with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be: BORIS IDROVO.

7921 SW 138TH CT
MIAMI, FLORIDA 33183

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX**DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
DINO M. ZAVALA	7921 SW 138TH CT MIAMI, FLORIDA 33183
BORIS IDROVO	7921 SW 138TH CT. MIAMI, FLORIDA 33183

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ARTICLE I

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
DINO M. ZAVALA	PRESIDENT	7921 SW 138TH CT. MIAMI, FLORIDA 33183
BORIS IDROVO	VICE-PRES.	7921 SW 138TH CT. MIAMI, FLORIDA 33183

ARTICLE II

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
DINO M. ZAVALA	7921 SW 138TH CT MIAMI, FLORIDA 33183	100
BORIS IDROVO	7921 SW 138TH CT MIAMI, FLORIDA 33183	100

ARTICLE XII

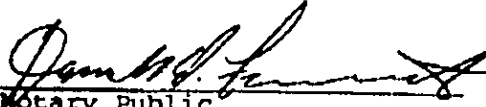
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ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

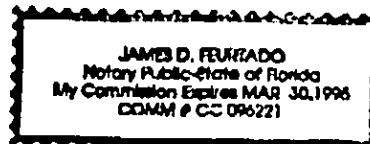
I HEREBY CERTIFY that on this 2nd day of february, 1995 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, DINO M. ZAVALA AND BORIS IDROVO part s to the foregoing Certificate of Incorporation, and each acknowledged that both of them did make, subscribe and acknowledge the foregoing Certificate as and for their voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.


Notary Public
State of Florida at Large

My commission expires:

Subscribers:


DINO M. ZAVALA - PRESIDENT




BORIS IDROVO - VICE PRESIDENT

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that **D & B EXPO-EMPO, INC.** desiring to organize
or qualify under the law of the State of Florida, with its
principal place of business at City of Miami, State of
Florida, has named **BORIS IDROVO** as its agent to accept
service of process within Florida.



BORIS IDROVO
CORPORATE OFFICER

DATE: FEBRUARY 2, 1995

STATE
TALLAHASSEE, FLORIDA

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FILED

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.



BORIS IDROVO
DATE: FEBRUARY 2, 1995

ARTICLE XIII

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