

**MARC HAUSER**  
ATTORNEY AT LAW  
CONCOURSE PLAZA  
SUITE 616  
1111 KANE CONCOURSE  
BAY HARBOR ISLANDS, FLORIDA 33154  
FAX (305) 866-3159  
(305) 864-9934

**P95000011539**

January 25, 1995

Secretary of State  
Division of Corporations  
Attn: **New Filings**  
P.O. Box 6327  
Tallahassee, Fla. 32314

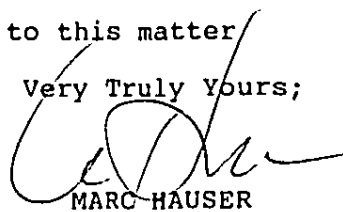
Re: **IMEXCOM INTERNATIONAL TRADING CO. INC.**

Dear Sir or Madam,

Enclosed please find original and one copy of Articles of Incorporation of the above for filing along with my trust account check in the sum of \$122.00 for filing and a certified copy of same. Please return a letter confirming the filing as well as a certified copy of the Articles of Incorporation filed herewith.

Thank you for attention to this matter

Very Truly Yours;



MARC HAUSER

FILED  
1995 FEB -9 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600001402610  
-02/10/95--01000--005  
\*\*\*\*122.00 \*\*\*\*122.00

MH;pg  
Encl.  
cc;Harold Barbosa

#15:Barbosa, Jr

*Handwritten:*  
P95000011539  
2/10/95

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

FILED  
1965 FEB - 9 PM 12:28  
SECURITY DIVISION  
FBI - NEW YORK  
c.  
corporation

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations either in this state or throughout the United States and elsewhere.

#### ARTICLE III

The foregoing clauses shall be construed both as objects and powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

#### ARTICLE V

The maximum number of shares of stock of this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of one dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock" as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

#### ARTICLE VI

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 VII

The street address of the initial registered office of this corporation in the State of Florida shall be 1111 KANE CONCOURSE  
(SUITE 616) BAY HARBOR ISLANDS, FLA. 33154

and the name of the initial registered agent of this corporation is  
MARC HAUSER

The corporation shall have such other places of business both within and without the State of Florida, and in foregoing countries as may be necessary and convenient.

#### ARTICLE VIII

This corporation shall exist perpetually.

#### ARTICLE IX

This corporation shall have -2- ( TWO ) directors initially. The number of directors may be increased from time to time, by By Laws adopted by the stockholders but shall never be less than one.

#### ARTICLE X

The name and street address of the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

HAROLD BARBOSA	CLAUDIA GISELLE PERTUZ
1870 Sources Rd. (Suite 304)	1870 Sources Rd. (Suite 304)
Pointe Claire, Quebec H9R5N4	Pointe Claire, Quebec H9R5N4
CANADA	CANADA

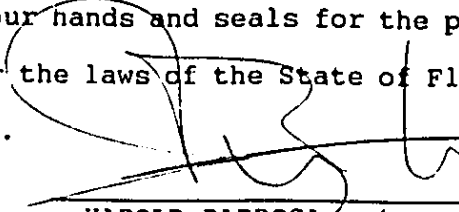
#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of Articles of Incorporation be made.

ARTICLE XII

In accordance with F.S. 607.617, the date of the corporate existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within (5) days, exclusive of legal holidays after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, We the undersigned, being the subscribing incorporators have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida, this 25<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
HAROLD BARBOSA

(Seal)

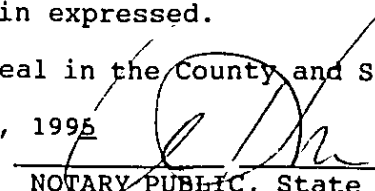
  
\_\_\_\_\_  
CLAUDIA GISELLE PERTUZ

(Seal)

STATE OF FLORIDA) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared, HAROLD BARBOSA and CLAUDIA GISELLE PERTUZ known to me personally to be the persons described as subscribers and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

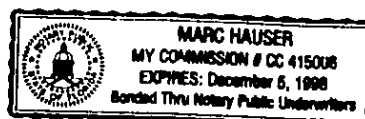
WITNESS my hand and official seal in the County and State named above, this 25<sup>th</sup> day of January, 1995

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

Marc Hauser

Printed name of Notary

#15-Barbosa.ac

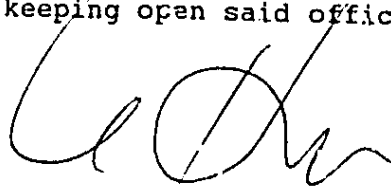


CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 40.091 Florida Statutes, the following  
submitted, in compliance with said Act:

First - that **IMEXCOM INTERNATIONAL TRADING, INC.** desiring  
to organize under the laws of the State of Florida, with its  
principal office as indicated in the Articles of Incorporation at  
1111 Kane Concourse(#616) Bay Harbor Islands, Florida has named  
Marc Hauser of 1111 Kane Concourse(#616) Bay Harbor Islands,  
Florida as its agent to accept Service of Process within this  
State.

Having been named to accept Service of Process for the above  
stated Corporation at the place designated in this Certificate, I  
hereby accept, to act in this capacity and agree to comply with the  
provision of said Act relative to keeping open said office.



MARC HAUSER  
RESIDENT AGENT