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OFFICE USE ONLY

1.	(Corporation Name)	request (Document #)	100-100000000
2.	(Corporation Name)	Exports, Inc (Document #)	100-100000000
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NEW FILINGS		AMENDMENTS	
	Profit		Amendment
	NonProfit		Resignation of R.A., Officer/Director
	Limited Liability		Change of Registered Agent
	Domestication		Dissolution/Withdrawal
	Other		Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

FILED
FEB 15 11 50 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEAQUEST INTERNATIONAL IMPORTS, INC.

ARTICLE I
NAME

The name of this Corporation is:
SeaQuest International Imports, Inc.

ARTICLE II
ADDRESS

721 ENFIELD RD.
DELRAY BEACH, FL 33444

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue seven thousand, five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33 1/3%).

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation
721 Enfield Rd.
Delray Beach, Florida 33444
the name of the initial registered agent of this corporation at
that address is Richard J. Shelnut.

ARTICLE V
INCORPORATORS

This corporation has two (2) incorporators.

Richard Jeffrey Shelnut
721 Enfield Road
Delray Beach, Florida 33444

and

Giuliano Vallorani
559 North Pine Island
Plantation, FL

**DIRECTORS

This corporation shall have two (2) directors.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

Richard Jeffrey Shelnut
721 Enfield Road
Delray Beach, Florida 33444

and

Giuliano Vallorani
559 North Pine Island
Plantation, FL

**PURPOSE

The Corporation is organized to manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, merchandise, live organisms and materials of any kind and description. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

**DURATION

This Corporation shall have perpetual existence.

**POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

**ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

**INDEMNIFICATION

The corporation shall indemnify any officer, director, employee or agent of any former officer, director, employee or agent to the full extent permitted by law.

**AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporators have executed these Articles of
Incorporation this 12 day of February, 1995.

A handwritten signature in dark ink, appearing to read "Richard J. Shelnut", is written over a horizontal line.

RICHARD J. SHELNUT

A solid horizontal line, intended for a signature, is positioned above the name Giuliano Vallorani.

GIULIANO VALLORANI

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1. The name of the corporation is: SEQUEST INTERNATIONAL Imports, Inc.

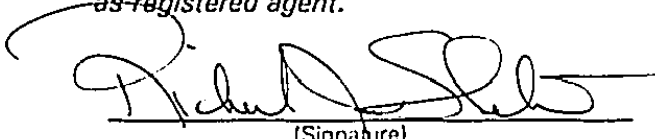
2. The name and address of the registered agent and office is:

RICHARD J. SHEWET
(Name)

721 ENFIELD RD.
(P.O. Box ~~not~~ acceptable)

DELRAY BEACH, FL. 33444
(City/State/Zip)

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.


(Signature)

2/12/95
(Date)