

P95000014775

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001411924
-02/27/95--01139--003
*****70.00 *****70.00

SUBJECT: AV AMERICAN TRADE CORP.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 70.00.- .

FROM:

Armando Villorin
Name (printed or typed)
544 S.W. 121 Avenue
Address
Miami, FL 33184
City, State, & Zip
(305) 553-3103
Telephone Number

TALLAHASSEE, FLORIDA

1995 FEB 21 PM 3:00

FILED

AB 2/22/95

Note: Please provide the original and one copy of the Articles.

**ARTICLES OF INCORPORATION
OF
AV AMERICAN TRADE, CORP.**

FILED
1995 FEB 21 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

AV AMERICAN TRADE, CORP.

The business of the corporation shall be carried on in Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be at:

544 S.W. 121 Avenue, Miami, FL 33184

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To conduct and operate a business engaged in
ALL KIND OF LEGAL TRADE AND INVESTMENTS.

or businesses permitted under the laws of the United States of America and the laws of the State of Florida.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile and industrial enterprises and operations.

(c) In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stocks for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under Section 1244 of Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation may, at its option, avail itself of the provisions of Part II of the Florida Corporation Act pertaining to closed corporations, Section 607,164et seq. of the Florida Statutes, and as same way be amended.

(f) This corporation shall have all of the general powers together with all additional and specific powers granted by the laws of the State of Florida, as well as implied powers, in carrying out the foregoing expressed powers.

(g) The foregoing clauses shall be construed both as objects and as 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 therewith are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be:
500 SHARES OF \$1.00 PER VALUE EACH.

ARTICLE IV

This corporation shall begin business with a capital of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The street address of its initial registered office and the name of its initial agent is:

Armando Villorin
544 S.W. 121 Avenue
Miami, FL 33184

ARTICLE VII

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Armando Villorin, 544 S.W. 121 Avenue, Miami, FL 33184
Mayra Villorin, 544 S.W. 121 Avenue, Miami, FL 33184

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporation or by the Directors at meeting called for such purpose or at the organization meeting. The total value so fixed will amount to at least FIVE HUNDRED (\$500.00) DOLLARS. All of the aforesaid stock is to be issued as fully paid for and exempt from assessments.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this 17th day of FEBRUARY, 1995.

C. Villorin
Incorporator & Registered Agent

Mayra Villorin
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

Personally appeared this day before me, the undersigned authority Armando Villorin & Mayra Villorin to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to the same for the purpose therein expressed.

Witness my hand and official seal in the County and State last aforesaid, this 17th day of FEBRUARY 1995.

Ben H. Cohen **BEN H. COHEN**
Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 23, 1995
BONDED THRU GENERAL INS. UND.

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

Pursuant to the provisions of sections 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: AV AMERICAN TRADE CORP.

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

Armando Villorin

(NAME)

544 S.W. 121 Avenue

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33184

(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

Armando Villorin

DATE

02-17-95

REGISTERED AGENT FILING FEE: \$35.00

FILED
1995 FEB 21 PM 3:00
TALLAHASSEE, FLORIDA