

P95000016324
SAVON PARALEGAL SERVICES

P. O. BOX 12178 . SARASOTA, FL 34278

Tel. (813) 957-4384

Fax (813) 957-4165

95 FEB 27 P 1:18
TALLAHASSEE, FL 32314
SECRETARY OF STATE
JAMES E. McCLOUD
PRESIDENT

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

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-02/27/95--01067--006
****122.50 ****122.50

RE: AVL INTERNATIONAL TRADING, INC.- FLA.
A Florida Corporation For Profit

Dear Sir:

Enclosed please find an original and one copy of our articles of incorporation for the above styled corporation together with our check for \$122.50 to cover the costs of filing and receipt of a certified copy of our articles. If there are any additional requirements please let me know.

Please mail any correspondence to the registered agent, **JAMES E. McCLOUD**, 2075 Main Street, Suite 5, Sarasota, FL 34237.

Thank you for your time in this matter.

Sincerely,



JAMES E. MC CLOUD

Enc.

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**ARTICLES OF INCORPORATION
OF
AVL INTERNATIONAL TRADING, INC.- FLA.**

FILED
95 FEB 27 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a CORPORATION under the laws of the State of New York, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be AVL INTERNATIONAL TRADING, INC.- FLA.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. The corporation shall have and exercise all the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 2075 Main Street, Suite 5, Sarasota, FL 34237, and the name of the initial Registered Agent for the corporation at that address is JAMES E. McCLOUD. The principle address and mailing address of the corporation is the same.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually, or until dissolved according to law.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF-DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The manner in which Directors are elected or appointed shall be provided for in the bylaws of the corporation. The initial Board of Directors shall consist of:

ANESTA LENHARDT, Chairperson/President, 350 W 47th Street, Ste.
2C, NY, NY 10036

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

AVL INTERNATIONAL TRADING, INC., 350 W. 47th Street, Ste. 2C, NY,
NY 10036

IN WITNESS WHEREOF the undersigned has hereunto set his/her
hand and seal on this 21st day of February, 19 95.

Incorporator:

Anesta Lenhardt
ANESTA LENHARDT, PRESIDENT CEO
FOR
AVL INTERNATIONAL TRADING, INC

STATE OF NEW YORK
BOROUGH OF Manhattan

BEFORE ME, the undersigned authority, personally appeared
ANESTA LENHARDT, who is personally known to me or who has
produced Passport as identification and who being
by me duly sworn, deposes and says this 21 day of February,
1995 that s(he) has read the foregoing Articles of Incorporation,
knows the contents, and to the best of his/her knowledge and
belief, the same is true.

Josiane L. Mittman
NOTARY PUBLIC

Commission No. 31-4922534

JOSIANE L. MITTMAN
Notary Public, State of New York
No. 31-4922534
Qualified in New York County
Commission Expires April 4, 1996

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

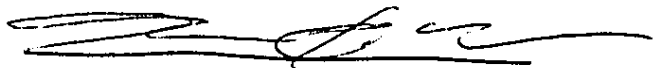
FILED
95 FEB 27 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. AVL INTERNATIONAL TRADING, INC.- FLA., a corporation organizing under the laws of the State of Florida, with its principal office located at 2075 Main Street, Suite 5, Sarasota, FL 34237, has named JAMES E. McCLOUD, whose address is 2075 Main Street, Suite 5, Sarasota, FL 34237, as its Agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Article, I hereby agree to act in this capacity, and state that I am familiar with, and accept the obligations of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:



STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared JAMES E. McCLOUD, who is personally known to me or who has produced FL D. License as identification and who being by me duly sworn, deposes and says this 3rd day of February, 1995 that (s)he has read the foregoing Designation and Acceptance of Registered Agent, knows the contents, and is signing the same of his/her own free will.

SEAL


NOTARY PUBLIC

Commission No.



JEROME DUPREE
MY COMMISSION # CC 212834 EXPIRES
July 9, 1998
BONDED THRU TROY FARM INSURANCE, INC.

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