

YD000019060

WILLIAM A. MALNICK, ESQUIRE  
International Place---Suite 2000  
100 S.E. 2nd Street  
Miami, Florida 33131  
(305) 374-7415  
FAX (305) 374-7441

March 2, 1995

Secretary of State  
Carlton Building  
Tallahassee, FL 32399

RECEIVED  
MAR 14 1995  
U.S. DEPARTMENT OF STATE  
WASHINGTON, D.C. 20520

RE: M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION

To whom it may concern:

Enclosed please find the Articles of Incorporation for M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION along with my trust account check # 1537 in the amount of \$131.25 for the following items:

Filing Fees \$70.00  
Certified Copies \$52.50  
Certificate of Good Standing \$8.75

A self addressed stamped envelope is enclosed to send the above items to my office upon completion. If you have any questions, please do not hesitate to call.

Very truly yours,

*William A. Malnick*  
WILLIAM A. MALNICK

WAM/ta  
enclosure

cc: Mabel Fombu

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②

**ARTICLES OF INCORPORATION  
OF  
M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I-NAME**

The name of the corporation shall be: M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION

**ARTICLE II-TERM OF EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III-NATURE OF BUSINESS**

The specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things mentioned, as fully and to the same extent as natural persons might do, including, but not limited to, the following:

- (1) Transact any and all lawful business;
- (2) Said corporation shall further have powers:
  - To have perpetual succession by its corporate name;
  - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
  - To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
  - To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
  - To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
  - To purchase, take, receive, subscribe for, or otherwise

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acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

To make donations for the public welfare or for charitable, scientific or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint Venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

To operate an Export business in conformance with Federal

ARTICLES OF INCORPORATION  
M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION

and Florida laws;  
To enter into Franchising Agreements;  
To conduct business both within and without the United  
States of America, and any other related business.

**ARTICLE IV- SHARES**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 (Five hundred) shares, having one (1) dollar par value, and the number of shares which can be issued by the Corporation can be modified by amendment to these Articles, as necessary.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall initially be only one (1) class of stock of this corporation, though the Corporation may investigate the advantages of having a Section 1244 Stock Issue.

Unless otherwise stated in these articles, or in an amendment to these articles, there are no preemptive rights.

**ARTICLE V-REGISTERED AGENT**

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

William A. Malnick, Esq.  
International Place  
100 S.E. 2nd Street, Suite 2700  
Miami, Florida 33131-2146  
(305) 374-7415

**ARTICLE VI-INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of a total of 1 (one) person(s), who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed. The names and addresses of the persons who shall serve as initial directors are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	MABEL FOMBU	18253 NW 68TH Ave, #101 Miami, FL 33015

**ARTICLE VII-INITIAL OFFICERS**

The initial Officers shall consist of a total of 1 person(s), who shall hold office for the first year of the

ARTICLES OF INCORPORATION  
M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION

corporation, or until his/her successor is elected or appointed.  
The names and addresses of the persons who shall serve as initial officers are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Treasurer/Secretary	MABEL FOMBU	18253 NW 68th Ave #10I Miami, FL 33015

ARTICLE VIII- ADDRESS

The initial street address of the principal place of business is: 18253 NW 68th Ave., #10I, Miami, FL 33015

ARTICLE IX-INTENT TO QUALIFY AS A "SUB-S" CORPORATION

This corporation shall be organized so as to enable it to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361, et seq., and will consider taking any and all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE X-OPTION TO HAVE A SECTION 1244 STOCK ISSUE

This corporation shall be organized so as to enable it to have a Section 1244 Stock Issue if the Corporation opts for such an issue.

ARTICLE XI- INCORPORATOR

The name and address of the incorporators executing these articles of incorporation are:

MABEL FOMBU 18253 NW 68th Ave., #10I, Miami, FL 33015

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation of M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION, this 2nd day of February, 1995.

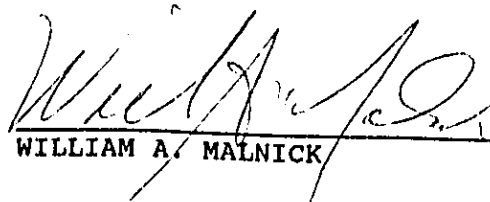
  
MABEL FOMBU

ARTICLES OF INCORPORATION  
M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

I, William A. Malnick, Esq. having been named as the  
Registered Agent in the above and foregoing Articles, is familiar  
with and accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

SS MAR - 6 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
WILLIAM A. MALNICK

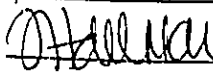
STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me  
personally, an officer authorized to take acknowledgements, by  
WILLIAM A. MALNICK, well known to me to be the person authorized to  
execute the foregoing instrument OR has produced his Form of  
Identification: Personal known, and who,  
after being first duly cautioned and sworn, under oath,  
acknowledges and represents that he has read the foregoing  
ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION and that same is true, correct and complete.

WITNESS my hand and official seal in the County and State last  
aforesaid, this 2nd day of March, 1995.



TERI ADELMAN  
My Commission CC401804  
Expires Aug. 21, 1996

  
Notary Public, State of Florida

Commission Number: \_\_\_\_\_

My Commission Expires:  
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**WILLIAM A. MALNICK, ESQUIRE**  
International Place---Suite 2700  
100 S.E. 2nd Street  
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March 14, 1995

Secretary of State  
Carlton Building  
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To whom it may concern:

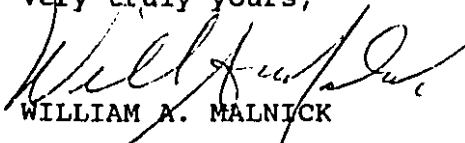
Please change the address for the following corporation to:

**M.C.B.E.K. INTERNATIONAL EXPORT CORPORATION**  
18352 NW 68th AVENUE, #10 I  
MIAMI, FLORIDA 33015

document #  
P95000019060

If you have any questions, please do not hesitate to call.

Very truly yours,

  
WILLIAM A. MALNICK

WAM/ta

cc: Mabel Fombu

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JW  
3-20-95