

PA5000030802

R. ALAN HALE, P.A.

LITIGATION BUILDING — THIRD FLOOR
633 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301-2843
TELECOPIER: (305) 763-6292
TELEPHONE: (305) 525-1700

12 April 1995

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

700001457307
-04/14/95-01107-011
***122.50 ***122.50

RE: EXPORT COMPANY OF AMERICA, INC.

Dear Sir or Madam:

We enclose herewith the original and one (1) copy of the proposed Articles of Incorporation of the above captioned corporation.

Please file the original and return a certified copy to this office.

We enclosed our check in the sum of \$122.50 for the following:

Filing Fee.	\$35.00
Certified Copy.	\$52.50
Resident Agent Fee.	\$35.00

\$122.50

=====

Thank you for your cooperation in this regard.

Very truly yours,

R. Alan Hale
R. Alan Hale, Esquire

EFFECTIVE DATE

4-13-95

RAH:jl
Enclosure

PA5-751
Dmc
4/19/95

FILED
05 APR 14 AM 11:17
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1995

R. ALAN HALE, ESQ.
LITIGATION BUILDING - 3RD FLOOR
633 SOUTH ANDREWS AVE.
FT. LAUDERDALE, FL 33301-2843

The name EXPORT COMPANY OF AMERICA, INC. has been reserved for 120 days beginning February 21, 1995. The reservation number is R9500000751 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Alan Crum

Letter number: 295A00007688

ARTICLES OF INCORPORATION

OF

EXPORT COMPANY OF AMERICA, INC.

FILED

95 APR 14 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following shall constitute the Articles of Incorporation organizing a corporation under the laws of the State of Florida.

ARTICLE ONE

EFFECTIVE DATE

4-13-95

The name of the corporation is: EXPORT COMPANY OF AMERICA, INC.

ARTICLE TWO

The duration of this corporation is perpetual. The corporate existence of this corporation shall commence on the date these Articles of Incorporation are executed.

ARTICLE THREE

The general purpose for which this corporation is initially organized is to engage in the business of buying, selling and otherwise dealing in products and merchandise both domestically and internationally.

This corporation may also engage in the transaction of any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE FIVE

The stockholders of this corporation shall not be accorded any preemptive rights to subscribe for additional shares of the capital stock of this corporation.

ARTICLE SIX

The initial principal address and registered office of this corporation are the same and shall be located at: 633 South Andrews Avenue, Third Floor, Ft. Lauderdale, Florida 33301.

The initial registered agent of this corporation located at said address is: R. Alan Hale, Esquire.

ARTICLE SEVEN

The initial Board of Directors shall consist of one (1) person whose name and address is: R. Alan Hale, Esquire, 633 South Andrews Avenue, Third Floor, Ft. Lauderdale, Florida 33301.

The number of Directors of the corporation shall be fixed by the By-laws.

ARTICLE EIGHT

The name and address of the incorporator of this corporation is: R. Alan Hale, Esquire, Litigation Building, Third Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida 33301

ARTICLE NINE

The corporation shall indemnify any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties, or a party by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-laws, agreement, vote of stockholders, Chapter 607, Florida Statutes, or otherwise.

ARTICLE TEN

No contract or other transaction between the corporation and any other corporation 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, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested. No contract, act or transaction of the corporation in the absence of fraud, shall be affected or invalidated by the fact that a director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus 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 contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE ELEVEN

The registered agent of this corporation is: R. Alan Hale, Esquire, whose address is: Litigation Building, Third Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida 33301.

The undersigned hereby make, subscribe, acknowledge, and file these Articles of Incorporation on this 13th day of April, 1995.

R. Alan Hale
R. Alan Hale, Esquire
Sole Incorporator and
Registered Agent

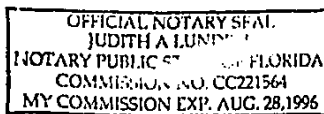
STATE OF FLORIDA)
) SS.
COUNTY OF FLORIDA)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, R. ALAN HALE, ESQUIRE, to me well known, who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily, for the purpose of incorporating EXPORT COMPANY OF AMERICA, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this 13th day of April, 1995.

Judith A. Luntz
Notary Public
State of Florida - At Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for EXPORT COMPANY OF AMERICA, INC.

R. Alan Hale
R. Alan Hale, Esquire

P95000030802

LAW OFFICES

R. ALAN HALE, P.A.

LITIGATION BUILDING — THIRD FLOOR
633 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301-2843
TELECOPIER: (305) 763-6292
TELEPHONE: (305) 525-1700

24 May 1995

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

200001507812
-06/07/95--01083--008
*****87.50 *****87.50

RE: EXPORT COMPANY OF AMERICA, INC.

Dear Sir or Madam:

We enclose herewith the original and one (1) copy of Articles of Amendment regarding the above corporation.

Please file the original and return a certified copy to this office.

We enclosed our check in the sum of \$87.50 for the following:

Filing Fee. \$35.00
Certified Copy 52.50

Thank you for your cooperation in this regard.

Very truly yours,

R. Alan Hale

R. Alan Hale, Esquire
For the Firm

RAH:jl
Enclosure

Amend

L.F.J.

6-14-95

FILED
1995 JUN -6 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
EXPORT COMPANY OF AMERICA, INC.

FILED

1995 JUN -6 PM 5:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

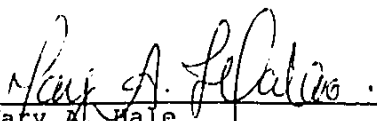
Pursuant to Florida Statutes Section 607.1¹⁰⁰⁶~~107~~, the Articles of Incorporation of the above amended as follows:

1. Article Four (4) is hereby amended to read as follows:

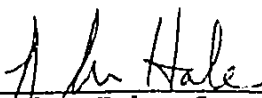
The aggregate number of shares which the corporation is authorized to issue is 100,000 shares of common stock, with a par value of \$1.00 per share.

2. The foregoing Amendment was adopted on 24 May 1995, by written consent of all the Directors and Shareholders entitled to vote thereon, pursuant to Florida Statutes Section 607.191 (3).

IN WITNESS WHEREOF, We the undersigned, have executed these Articles of Amendment, this 24th day of May, 1995.



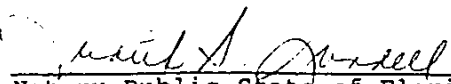
Mary A. Hale
Chief Executive Officer



R. Alan Hale, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24th day of May 1995, by Mary A. Hale, Chief Executive Officer, and R. Alan Hale, Secretary, of EXPORT COMPANY OF AMERICA, INC., a Florida corporation, on behalf of the corporation.



Notary Public-State of Florida
My Commission Expires:

OFFICIAL NOTARY SEAL
JUDITH A. LUNDELL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC221564
MY COMMISSION EXP. AUG. 28, 1996