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LAW OFFICES
RONALD L. GIROUX
3400 NORTHWEST SEVENTH STREET
POST OFFICE BOX 370608
MIAMI, FLORIDA 33107
TELEPHONE (305) 541-5500

April 19, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: Exclusive Import-Export Corporation

Dear Sirs:

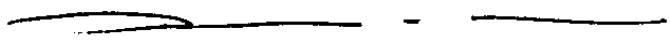
Enclosed please find Articles of Incorporation of Exclusive Import-Export Corporation for filing and registration with the Secretary of State.

Enclosed please find check in the sum of \$122.50 made payable to the Secretary of State, Division of Corporations.

Please forward a certified copy of the approved Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

Thank you for your courtesy and prompt attention to this matter.

Very truly yours,



RONALD L. GIROUX

RLG:ms
Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

ARTICLES OF INCORPORATION

OF

EXCLUSIVE IMPORT-EXPORT CORPORATION

I/We, the undersigned subscriber(s) of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

I

The name of the proposed corporation is:

EXCLUSIVE IMPORT-EXPORT CORPORATION

II

The Corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

One Thousand (1,000) shares at \$0.10 par value.

IV

This corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the corporation shall be located at:

11283 S.W. 88th Street
Building L #103
Miami, Florida 33155

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SECRETARY OF STATE

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this corporation shall be:

11283 S.W. 88th Street
Building L #103
Miami, Florida 33176

and the Registered Agent at such registered address is:

BRIAN DAVID MILLER

VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of corporate existence, or until their successors are elected and are duly qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
BRIAN DAVID MILLER	11283 S.W. 88th Street Building L #103 Miami, Florida 33176
ARMAND R. ROUX	4138 Riverlook Parkway Marietta, Georgia 30067
ASTREL MATHIEU	15401 N.E. 6th Avenue - #B-422 Miami, Florida 33162

IX

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
BRIAN DAVID MILLER	11283 S.W. 88th Street Building L #103 Miami, Florida 33176

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MIAMI, FLORIDA

X

The By-Laws of this corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This corporation shall have, in addition to a President, Vice President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

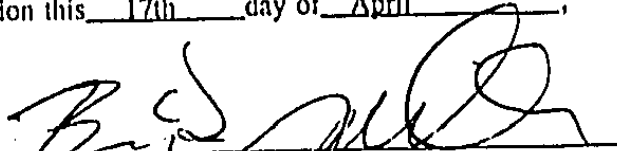
Every person who now is or hereafter shall become Directors of this corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings of what ever nature, to which he is or shall be made part by reason

of his being or having been a Director of the corporation whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 17th day of April, 1995.


BRIAN DAVID MILLER

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DIVISION OF CORPORATIONS

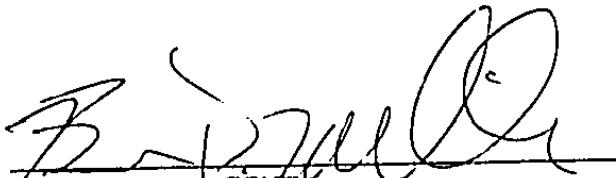
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That EXCLUSIVE IMPORT-EXPORT CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation, at City of Miami, County of Dade, State of Florida, has named: BRIAN DAVID MILLER located at: 11283 S.W. 88th Street, Building L, #103, Miami, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT
BRIAN DAVID MILLER

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