

**H95000033540**

APR 28 1995  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 302-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770  
(((H95000004801)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: LATIN AMERICAN WAREHOUSING AND TRADING CORPORATION  
FAX AUDIT NUMBER: H95000004801  
DATE REQUESTED: 04/28/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 7  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 14:52:21  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255  
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.  
(((H95000004801)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM Connect: 00:06:

FILED  
55 MAY -1 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature/initials.

89-0117-10

**ARTICLES OF INCORPORATION  
OF  
LATIN-AMERICAN WAREHOUSING AND  
TRADING CORPORATION, INC.**

FILED  
95 MAY -1 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) of these Articles of Incorporation, each natural person(s) competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is:

**LATIN-AMERICAN WAREHOUSING AND TRADING CORPORATION, INC.**

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business and the objects and purposes are warehousing and exporting, and all other lawful purposes not prohibited by the laws of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

**MANUEL F. FENTE, ESQ.  
FLORIDA BAR NO: 234727  
1836 West Flagler Street, #201  
Miami, Florida 33135  
Phone (305) 541-1800**

H95000004801

H95000004801

H95000004801

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

#### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is:

One hundred (100) shares at Ten (\$10.00) dollars par value.

#### ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than:

One thousand (\$1,000.00) dollars.

#### ARTICLE V, TERM OF EXISTENCE

This Corporation shall have perpetual existence.

H95000004801

**ARTICLE VI**  
**ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is:

9465 N.W. 109th Street, Suite #103  
Medley, Florida 33178

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

**ARTICLE VII**  
**DIRECTOR(S)**

The number of Directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and post office address of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successors are elected and have qualified, are:

1084000004801

10840000056H

**Name****Address**

**Avelino Vega**  
**President**

**9465 N.W. 109th Street, #103**  
**Medley, Florida 33178**

**ARTICLE IX**  
**SUBSCRIBERS**

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation:

**NAME****ADDRESS**

**Avelino Vega**

**9465 N.W. 109th Street, #103**  
**Medley, Florida 33178**

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

**ARTICLE XI**  
**DESIGNATION OF REGISTERED RESIDENT AGENT**

That, AVELINO VEGA, located at 9465 N.W. 109th Street, Suite #103, Medley, Florida 33178, is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

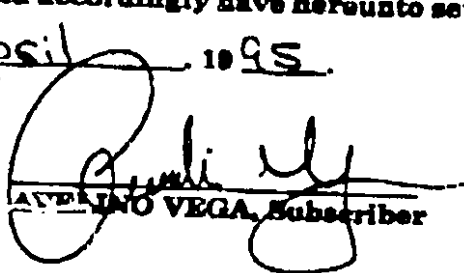
H95000004801

H95000004801

**ARTICLE XII  
PRE-EMPTIVE RIGHTS**

Any Shareholder or the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other Shareholders upon the same terms and conditions as the shares are being offered to Non-Shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholder upon the same terms and conditions as were offered to the remaining Shareholders.

I, THE UNDERSIGNED, being the only original subscriber hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 25 day of April, 1955.

  
AVELINO VEGA, Subscriber

**ACKNOWLEDGEMENT**

Having been named to accept service of process for LATIN-AMERICAN WAREHOUSING AND TRADING CORPORATION, INC., the place designated

-v-

H95000004801

H95000004801

1084000056H

In this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

*[Signature]*  
 Registered Resident Agent  
 AVELINO VEGA

STATE OF FLORIDA  
 COUNTY OF DADE

I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appear: Avelino Vega, to me known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/they subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this 28 day of April, 1995

*[Signature]*  
 NOTARY PUBLIC, STATE OF  
 FLORIDA

MY COMMISSION EXPIRES:



FILED  
 MAY - 1 AM 10:29  
 CLERK OF STATE  
 LAHASSEE, FLORIDA

1084000056H