

795000037646

TRANSMITTAL LETTER

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

800001470748
-05/02/95--01085--004
****122.50 ****122.50

SUBJECT: Imperial Import/Export, Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$ 122.50. Please return one copy of the Articles stamped with the filing date.

FROM: Martti Kalkas

Name
6205 SW Kendale Lakes Circle, #F176

Address
Miami, FL 33183

City, State, Zip
(305) 387-1383

Area Code and Phone Number (Daytime)

FILED
05 MAY 11 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 4 1995 BSB

502
W95-9491



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 4, 1995

MARTTI KALKAS
6205 S.W. KENDALE LAKES CIRCLE #F176
MIAMI, FL 33183

SUBJECT: IMPERIAL IMPORT/EXPORT, INC.
Ref. Number: W9500009491

We have received your document for IMPERIAL IMPORT/EXPORT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 695A00021813

TRANSMITTAL LETTER

FILED

95 MAY 11 PM 4:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Imperial Brazilian Import/Export, Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, and designation of registered agent, as resubmitted. My check for \$ 122.50 was mailed with the documents of Imperial Import/Export, Inc. Please see the attached copy of your letter.

Please, return one copy of the Articles stamped with the filing date.

FROM: Martti Kalkas
Name
6205 SW Kendale Lakes Circle, #F176
Address
Miami, FL 33183
City, State, Zip
(305) 387-1383
Area Code and Phone Number (Daytime)

FILED

ARTICLES OF INCORPORATION OF 95 MAY 11 PM 4:12
Imperial Brazilian Import/Export, Inc. SECRETARY OF STATE
ALLAHASSEE, FLORIDA
(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

IMPERIAL BRAZILIAN IMPORT/EXPORT, INC.

with the principal place of business located at:

3138 Commodore Plaza, Suite 302
Miami, Florida 33133

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

6205 SW Kendale Lakes Circle, #F176
Miami, Florida 33183

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the b, aws, but shall never be less than one (1). The initial directors of this corporation are:

President Antonia Silva

Secretary Antonia Silva

ARTICLE VII - INCORPORATOR

The name of and address of the person signing this article is:

Martti Kalkas, 6205 SW Kendale Lakes Cir., #F176
Miami, Florida 33183

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

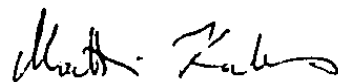
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of April, 1995



Incorporator

FL.DL.K422.550.48.017.0

STATE OF FLORIDA)
)
COUNTY OF DADE)

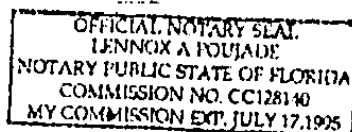
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared MARTTI KALKAS known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in state and county aforesaid this 23 day of APRIL, 1995.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



FILED

95 MAY 11 PM 4:12

CERTIFICATE DESIGNATING THE ADDRESS AND SECRETARY OF STATE
AGENT UPON WHOM PROCESS MAY BE SERVED
TALLAHASSEE, FLORIDA

WITNESSETH:

That the Imperial ^{Brazilian} Import/Export, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Martti Kalkas
6205 SW Kendale Lakes Circle, F176
Miami, FL 33183

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

Imperial Brazilian Import/Export, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this day of , 199 .



Registered Agent

FL DL K422-SSV-H8-017-0