

RY- 00151 FROM EMPINE
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H95000005988
D: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
EMPIRE PROFIT COMPANY

(((H95000005988))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LEENICE IMPORT EXPORT, INC.
FAX AUDIT NUMBER: H95000005988 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/30/1995 TIME REQUESTED: 09:14:09
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
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JUL 3 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-11-95
Re: Encl 1st page
5/30

MAY-30-1995 12:38 FROM EMPIRE CORP. KIT

TO

19849224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

May 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: LEENICE IMPORT EXPORT, INC.
REF: W95000011150

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-FAH 1ST PAGE OF ARTICLES.

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

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Loria Poole
Corporate Specialist

FAX Aud. #: M95000005988
Letter Number: 495A00027019

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

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95 MAY 30 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(7)

ARTICLES OF INCORPORATION
OF
LEENICE IMPORT EXPORT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Leenice Import Export, Inc..

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is to transact any and all lawful business for which corporations may be incorporate under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of \$1.00 currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Prepared By: Eduardo Fernandez, Esq.
520 Brickell Key Drive, Suite 301
Miami, FL 33131
(305)374-3800
Florida Bar Number: 395889

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ARTICLE IV - PREEMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 6385 Pine Tree Drive Circle, Miami Beach, FL 33141. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

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ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified is as follows:

Name

Address

Eli Goncalves

6385 Pine Tree Drive
Miami Beach, FL 33141

Loyde Almeida

6385 Pine Tree Drive
Miami Beach, FL 33141

ARTICLE IX - INITIAL OFFICERS

Director: Eli Goncalves

Director: Loyde Almeida

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: Eduardo Fernandez, 520 Brickell Key Drive, Suite 301, Miami, FL 33131

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at 520 Brickell Key Drive, Suite 301, Miami, FL 33131. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon Eduardo Fernandez.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

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The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed on May 26, 1995.



EDUARDO FERNANDEZ - INCORPORATOR

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

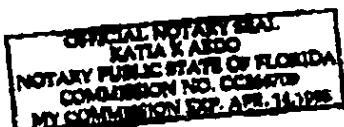
BEFORE ME, the undersigned authority, personally appeared Eduardo Fernandez, to me well known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on May 26, 1995.



Notary Public, State of
Florida, At Large

My commission expires:



H95000005988

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
Leenice Import Export, Inc.
2. The name and address of the Registered agent and office is:

Eduardo Fernandez
520 Brickell Key Drive
Suite 305
Miami, FL 33131

SIGNATURE



Eduardo Fernandez

TITLE Incorporator

DATE May 26, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE May 26, 1995

FILED
95 MAY 30 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H95000005 988

P95000042079

S JUL-26-1996 17:03:14 PUBLIC ACCESS SYSTEM P.02/03

(((H96000008777))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 002-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000008777))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: LEENICE IMPORT EXPORT, INC.
FAX AUDIT NUMBER: H96000008777 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/24/1996 TIME REQUESTED: 14:14:34
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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NUM CAPS Connect: 00:05:21

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96 JUN 27 PM 3:20
900 ALBANY ST
TALLAHASSEE FL 32301

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Correspondence
Junk

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JUN 27 1996

JUN-26-1996 17:04 EMPIRE CORPORATE KIT
06/26/96 16:15 FL. Dept. of State pl /1

P.01/03



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1996

LEENICE IMPORT EXPORT, INC.
6385 PINE TREE DRIVE CIRCLE
MIAMI BEACH, FL 33141

SUBJECT: LEENICE IMPORT EXPORT, INC.
REF: P95000042079

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000008777
Letter Number: 296A00031526

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

LEENICE IMPORT EXPORT, INC.

P95000042079

Pursuant to the provisions of Florida Statute 607.1006 the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The Articles of Incorporation is amended as follows:

ARTICLE 8 - DIRECTORS

President:

ESSI GONCALVES

2. The Document Number of the Corporation is P95000042079.
3. This Amendment was been unanimously adopted by the Directors on June 1st, 1996 without Shareholders Action.

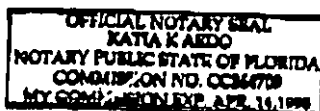
IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 21 day of June, 1996.

LEENICE IMPORT EXPORT, INC.

BY: (X) Loyde Almeida
Loyde Almeida, Director

STATE OF FLORIDA)
COUNTY OF DADE) : SS.

The foregoing instrument was acknowledged before me this 21 day of June, 1996; by _____



Katha K. Ardo
NOTARY PUBLIC, State of Florida at Large
NOTARY: Katha K. Ardo
My Commission Expires: _____

Personally Known X OR Produced Identification _____
Type of Identification Produced: _____

Prepared By: Eduardo Fernandez
501 Brickell Key Dr. #040
Miami, FL 33131
305-374-7080
FBN. 395889