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DIVISION OF CORPORATIONS
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

EMPIRE CORPORATE
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MIAMI FL 33135-
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(((H95000006099))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WEITON INTERNATIONAL, INC.
FAX AUDIT NUMBER: H95000006099 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 1, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WEITON INTERNATIONAL, INC.
REF: W95000011322

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000006099
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLE FOUR.

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial business office of the corporation is 17920 SW 77th Avenue, Miami, Florida 33157 and the name of its initial registered agent is RAMON H. Alarcon.

(5)

PREPARED BY:
 ASHLAND INSURANCE AGY, INC.
 608 W. 57th Avenue
 Miami, FLORIDA 33126
 (305) 262-4053
 MIGUEL R. TURDAY

ARTICLE OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is WEITON INTERNATIONAL, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1.- To engage in the business of IMPORT/EXPORT Durable Goods.
- 2.- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 3.- To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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 TALLAHASSEE, FLORIDA

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is four. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Gerardo G. Schifani, President	17920 SW 77th Avenue, Miami, FL 33157
Alfredo Weizkopf, Vice-president	17920 SW 77th Avenue, Miami, FL 33157
Juan R. Fernandez, Treasurer	17920 SW 77th Avenue, Miami, FL 33157
Ramon H. Alarcon, Secretary	17920 SW 77th Avenue, Miami, FL 33157

ARTICLE NINE

A unanimous vote of directors for effective directors action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Gerardo G. Schifani	17920 SW 77th Avenue, Miami, FL 33157
Alfredo Weizkopf	17920 SW 77th Avenue, Miami, FL 33157
Juan R. Fernandez	17920 SW 77th Avenue, Miami, FL 33157
Ramon H. Alarcon	17920 SW 77th Avenue, Miami, FL 33157

Executed by the undersigned at MIAMI, FLORIDA.

On May 23, 1995.

Gerardo G. Schifani

Alfredo Weizkopf

Juan R. Fernandez

Ramon H. Alarcon

JUN-02-1995 09:53 FROM EMPIRE

TO

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P.05

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That WEITON INTERNATIONAL, INC.
(NAME OF CORPORATION)

desiring to organize under the laws of the State of FLORIDA
(FLORIDA)

with its principal office, as indicated in the articles of incorporation at City of MIAMI county
(CITY)

of DADE, State of FLORIDA
(COUNTRY) (STATE)

has named RAMON H. ALARCON
(NAME OF RESIDENT AGENT)

located at 17920 SW 77th Avenue, Miami, FL 33157
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESS NOT ACCEPTABLE)

city of FLORIDA, County of DADE
(CITY) (COUNTRY)

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.

BY [Signature]
SIGNATURE
REGISTERED AGENT