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CHAR..D, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

6/08/95 FLORIDA DIVISION OF CORPORATIONS 1:30 PM
PUBLIC ACCESS SYSTEM
(((H95000006435))) 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: FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H95000006435))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TELEND DISTRIBUTORS, INC.

FAX AUDIT NUMBER: H95000006435 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/08/1995 TIME REQUESTED: 13:30:51
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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--KEY--
1. ENTER PASSWORD PASSWORD/NEWPASSWORD

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95 JUN -8 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/9

H95000006435

ARTICLES OF INCORPORATION OF

TELENO DISTRIBUTORS, INC.

We the undersigned, in order to form a corporation under and pursuant to the provisons of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

FILED
95 JUN -8 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of the corporation shall be:

TELENO DISTRIBUTORS, INC.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, wether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchasesd or acquired, or for other lawful objects.

D. To guarantee,purchuses, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the right of said instruments and agreements.

Prepared By: Maria E Sales
15231 Durnford Drive
Miami Lakes, Fl 33014
(305)266-9030

i. To purchase, hold, shell and transfer shares of its own capital stock: subject, however, to such limitations as may be provided law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainments of the objects herein above specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to save outstanding at any time is 100 shares of $1.00 par values.

IV

The amount of capital with which this corporation shall begin business shall be $100.00

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

15231 Durnsford Drive
Miami Lakes, Fl 33014

VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than five (5) members.

VIII

The name and address of the first Board of Directors, who shall, subject to these articles of Incorporation, By-laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is (are) as follows:

Maria E. Sales 15231 Durnford Drive
Miami Lakes, FL 33014

IX

The registered agent and the registered office for this corporation is:

Maria E Sales
15231 Durnford Drive
Miami Lakes, FL 33014

X

The name of the subscriber(s) to these Articles of Incorporation, is (are) Maria E Sales ---------------------- The total aggregate amount of shares each agrees to take shall be de sum of 100 at $1.00 par value for a total amount of $100.00. The address shall be:

15231 Durnford Drive
Miami Lakes, FL 33014

XI

The officer(s) of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Maria E Sales President & Secretary & Treasurer

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stocks in the corporation, at a meeting held for that purpose stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their succesors are elected or appointed and have qualified. The Stockholders shall also elect such person(s) to fill the offices of: President. Vice-President, Secretary and Treasurer and such other offices as are permited by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation. I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Maria E. Sales

MARIA E. SALES

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Maria E. Sales

MARIA E. SALES

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, The undersigned authority did personally appeared the persons known by me to be, MARIA E. SALES who after being duly sworn, acknowledge the foregoing to be their act and deed.

WITNESS my hand and seal this 15 day of May 1995.

NOTARY PUBLIC, STATE OF FLA.

My Commission Expires:

A. SOLANO
MY COMMISSION # CC 282584
EXPIRES: January 1, 1997
Bonded Thru Notary Public Underwriters

P95000044542

Document Number Only

THE SOLANO GROUP, P.A.
782 NW LE JEUNE RD., SUITE 437
~~MIAMI, FL 33126~~

Requestor's Name

Address

(305) 441-2606

City State Zip Phone

CORPORATION(S) NAME ID # 65-0592705

TELENO DISTRIBUTORS, INC Doc # P95000044542

To be changed to BARCELONA IMPORTS, INC as per Articles of Amendment enclosed.

1 Money Order # 63445779 for $35.00 enclosed.

600001813966
-05/08/96--01095--019
*****35.00 *****35.00

(✓) Profit
( ) NonProfit

(✓) Amendment

( ) Merger

( ) Foreign

( ) Dissolution/Withdrawal

( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.

( ) Certified Copy

( ) Photo Copies

( ) CUS

( ) Call When Ready
( ) Walk In
(✓) Mail Out

( ) Call if Problem
( ) Will Wait

( ) After 4:30
( ) Pick Up

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Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CC Jone
Sende

FILED
96 MAY -8 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

FILED
96 MAY -8 AM 9:46
TALLAHASSEE, FLORIDA

TELENO DISTRIBUTORS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ATICLE # 1. To be amended.
The new name of Corporation will be
as follows:

BARCELONA IMPORT, INC

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: April 24, 1996.

FOURTH: Adoption of Amendment(s) **(check one)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by____________________."
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 24 day of April, 19 96.

Signature Maria E. Sales

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARIA E. SALES

Typed or printed name

CHAIRMAN OF THE BOARD OF DIRECTORS

Title