

P95000045912

TRANSMITTED LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: OVERSEAS EXPORT CORPORATION

700000014111337
103-102200 101095 010
***122.50 ***122.50

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR:

\$122.50 (ONE HUNDRED AND TWENTY TWO DOLLARS AND FIFTY CENTS.)

FROM: CYRIL LEE
1001 S.E 6TH AVENUE, A206
DEERFIELD BEACH,
FL 33441.
(305) 574-0396

FILED
95 JUN 14 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~103-102200~~
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T. BROWN JUN 14 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1995

CYRIL LEE
1001 S.E. 6TH AVENUE
SUITE A-206
DEERFIELD BEACH, FL 33441

SUBJECT: OVERSEAS EXPORT CORPORATION
Ref. Number: W95000006042

We have received your document for OVERSEAS EXPORT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00012098



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1995

CYRIL LEE
1001 S.E. 6TH AVENUE
SUITE A-206
DEERFIELD BEACH, FL 33441

SUBJECT: OVERSEAS TRADING CORPORATION
Ref. Number: W95000006042

We have received your document for OVERSEAS TRADING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 695A00015644

ARTICLES OF INCORPORATION
OF
SILVERWIND EXPORT CORPORATION

FILED
95 JUN 14 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The Name of the Corporation shall be SILVERWIND EXPORT CORPORATION.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

PURPOSE AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law. The general nature of the business shall be exporting and importing.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of ONE THOUSAND (1,000) shares of common voting stock having a par value of ONE (\$1.00) DOLLAR per share payable to lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLE VII

NO PRE-EMPTIVE RIGHTS

No holder of shares of the capital stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix; and shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may as the Board of Directors shall determine be offered to more than one class of stock, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes; and the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VIII

INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 1001 S.E 6th Avenue, A206, Deerfield Beach, Florida 33441. The street address of the initial registered office of this corporation is 1001 S.E 6th Avenue, A206, Deerfield Beach, Florida 33441 and the name of the Registered Agent of this Corporation is CYRIL LEE, 1001 S.E 6th Avenue, A206, Deerfield Beach, Florida 33441.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws. The names and addresses of the initial Directors of this Corporation are:

Cyril Lee
1001 S.E 6th Avenue, A206 - President
Deerfield Beach
Florida

Leslie Louanne Lee
16 Trinidad Crescent - Secretary/Treasurer
Federation Park
Port of Spain, Trinidad

ARTICLE X

INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

Cyril Lee
1001 S.E 6th Avenue, A206
Deerfield Beach
Florida

Leslie Louanne Lee
16 Trinidad Crescent
Federation Park
Port of Spain, Trinidad

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XII

PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.
- (b) Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purpose, may be held at any place, either inside or outside of the State of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the Corporation's property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, and the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy

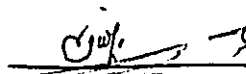
or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

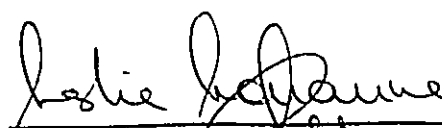
(h) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or Officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may in anyway be interested.

(j) Subject always to bylaws made by the Shareholders, the Board of Directors may make bylaws, but any bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

IN WITNESS WHEREOF, the above-named incorporators have hereunto subscribed their names this 13th day of March, 1995.


~~CYRIL LEE~~


~~LESLIE LOUANNE LEE~~

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned officer, this day, personally appeared, CYRIL LEE, and LESLIE LOUANNE LEE, to me well known and well known to me as the persons described in and who subscribed their names to the foregoing Articles of Incorporation and acknowledged before me, that they executed said Articles of Incorporation for the purposes and uses therein expressed.

WITNESS my hand and official seal at the County of Broward and State of Florida this 13th day of March, 1995.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



SHERRY T. OSBORN
MY COMMISSION # CC 180788 EXPIRES
November 13, 1995
BONDED THRU TROY FAIR INSURANCE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

95 JUN 14 AM 8:28
FILED
SECRETARY OF STATE
TALLAHESSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

SILVERWIND EXPORT CORPORATION, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAW OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 1001 S.E 6th Avenue, A206, DEERFIELD BEACH,
FLORIDA 33441 HAS NAMED CYRIL LEE OF 1001 S.E 6th Avenue, A206,
DEERFIELD BEACH, FLORIDA 33441 AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE

CM

TITLE

PRESIDENT

DATE

13th March 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

CL
CYRIL LEE

DATE

13th March 1995.