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SAMUEL J. CANTOR*

*** ALSO MEMBER OF PENNSYLVANIA BAR**

True
February 28, 1995

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation of GULF SHELL, INC.

Gentlemen:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of Gulf Shell, Inc.
2. The Firm's check in the amount of \$122.50 in payment for the following:

(a) Filing Fee in the amount of	\$ 35.00
(b) Certified Copy in the amount of	35.00
(c) Resident Agent Designation in the amount of	<u>52.52</u>

TOTAL \$122.50

3. A Certificate Designating Resident Agent.

Please file the original in your office and return the certified copy to this office in the self-addressed envelope at your earliest convenience.

Very truly yours,


Samuel J. Cantor
SJC:jac

FILED
JUN 28 11 03 AM '95
TALLAHASSEE, FLORIDA

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SAB
6/30/95

ARTICLES OF INCORPORATION

GULF SHELL, INC.

FILED

95 JUN 28 AM 9:38

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, Heloisa Bittar, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

GULF SHELL, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and more specifically but not limited to operating an importing and exporting business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE HUNDRED (100) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

HELOISA BITTAR
9655 S.W. 148 PLACE
MIAMI, FLORIDA 33196

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The initial Director shall be: Heloisa Bittar, 9655 S.W. 148 Place, Miami, Florida 33196 and Alejandro Gonzalez, 9033 S.W. 113 Place Circle Way, Miami, Florida 33176.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Heloisa Bittar, and her street address is 9655 S.W. 148 Place, Miami, Florida 33196.

ARTICLE VIII

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 stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of:

GULF SHELL, INC., on this 23rd day of JUNE, 1995.

Heloisa Bittar
Heloisa Bittar

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this -
23rd day of JUNE, 1995, by Heloisa Bittar as Incorporator.

Seal

Joanne A. Cafone
NOTARY PUBLIC AT LARGE, STATE OF FL

MY COMMISSION EXPIRES:



JOANNE A. CAFONE
COMMISSION # CC 338867
EXPIRES JAN 29, 1998
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS

GULF SHELL, INC., a corporation existing under the laws of the State of Florida with its principal office at 9655 S.W. 146 Place, Miami, Florida 33196 has named Heloisa Bittar whose address is 9655 S.W. 148 Place, Miami, Florida 33196, as Resident Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.



Heloisa Bittar

FILED
95 JUN 28 7 9 36
CLERK OF COURT
MILWAUKEE COUNTY