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OF COUNSEL

June 29, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

LLP95000051913  
-06/30/95--01041--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Pecsí's Import-Export, Inc.  
Our File #95-1665

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Pecsí's Import-Export, Inc. and Certificate Designating Registered Agent for filing together with a check in the amount of \$122.50.

Please return the certified copies of same in the enclosed, self-addressed stamped envelope.

Please contact the undersigned immediately if you should have any questions or comments regarding the above request.

Very truly yours,

WELBAUM, ZOOK & JONES

*W. Frank Greenleaf*  
W. Frank Greenleaf

WFG/scm  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PECSI'S IMPORT-EXPORT, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME OF CORPORATION

The name of this corporation shall be Pecsí's Import-Export, Inc. The address of this corporation shall be: 7450 S.W. 82nd Avenue, Miami, Florida 33143.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State in Tallahassee, Florida.

ARTICLE III  
PURPOSE AND NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this corporation are as follows:

(a) This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed pursuant to Chapter 607 of the Florida Statutes.

(b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.

(c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

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(e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to execute and deliver mortgages, assignments, transfers in trust, pledges or other instruments appropriate for encumbering any or all of the property of the corporation, or any interest therein.

(f) To acquire, by purchase, merger or otherwise, all of any part of the goodwill, rights, property and business of any person, firm, association or corporation.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued, or delivered by this corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation.

(h) To perform every act necessary or proper for the accomplishment of the objects and purpose enumerated or for the protection and benefit of the corporation.

(i) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, and shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

#### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement. Further, every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the registered agent of this corporation and her address is: Ilona Pecsli, 7450 S.W. 82nd Avenue, Miami, Florida 33143.

ARTICLE VI  
NUMBER OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of not fewer than one, the exact number to be determined from time to time in accordance with the By-Laws of the Corporation.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected, are as follows:

Ilona Pecsli, 7450 S.W. 82nd Avenue, Miami, Florida 33143.

ARTICLE VIII  
INCORPORATORS

The name and address of the Incorporator of this corporation is:

Ilona Pecsli, 7450 S.W. 82nd Avenue, Miami, Florida 33143.

ARTICLE IX  
OFFICERS

This corporation shall have a President, a Secretary and a Treasurer and may have additional officers including, without limitation, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X  
BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors.

ARTICLE XI  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law of the State of Florida.

ARTICLE XII  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29 day of June, 1995.

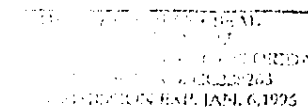
*Ilona Pecsi*  
ILONA PECSI

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29 day of June, 1995, by Ilona Pecsi who is personally known to me or who has produced drivers license as identification and who did (did not) take an oath.

*Doreen C. Powell*  
(Name of Acknowledger Typed,  
Printed or Stamped) *Doreen C. Powell*  
(Title or Rank)  
(Serial Number, if any.)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that PECSI'S IMPORT-EXPORT, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, c/o PECSI'S IMPORT-EXPORT, 7450 S.W. 82nd Avenue, Miami, Florida 33143, and has named Ilona Pecsí, 7450 S.W. 82nd Avenue, Miami, Florida 33143, as its Registered Agent, authorized to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: Ilona Pecsí

Ilona Pecsí  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA