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Miami, FL 33136  
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96 JAN 10 PM 2:33

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 797805 81188A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyatt*

ORDER DATE : January 10, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 797805

200001685452

CUSTOMER NO: 81188A

CUSTOMER: Mr. Reynold Heraux  
REYDDY CORPORATION

15343 S.W. 42nd Terrace

Miami, FL 33185

DOMESTIC FILING

NAME: HERKAN INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

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96 JAN 10 PM 3:45  
DIVISION OF CORPORATION

*SAB*  
*1/11/96*

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96 JAN 10 11:13:45

## ARTICLES OF INCORPORATION

OF

### HERKAN INC.

I, the undersigned incorporator of this corporation under chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

#### ARTICLE I - NAME

The name of the corporation is: HERKAN INC.

#### ARTICLE II - PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1-SHIP HANDLING, EXPORT-IMPORT and business of all types.
- 2-To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
- 3-To acquire by purchase, lease or otherwise, and operate vehicles or equipment of every description.
- 4-To purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in, create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of properties, assets, business and goodwill of any person, corporations or associations.
- 5-To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statutes, as amended, except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone or cementary company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6-To import and export merchandise of all kinds.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5000 shares of common stock having a par value of \$ 1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such consideration as they may deem appropriate.

The consideration may include money or other property shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for and exempt from assessment.

#### ARTICLE IV - DURATION

This corporation shall have perpetual existence.

#### ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be , 815 S.E. 2 AVE # 209, HALLANDALE, FL 33009 or other such place as may be designated by the Board of Directors.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of 2 member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. Said directors shall be of full age and at least one of them be a citizen of the United States. Any director may be removed without cause at any annual meeting of the stockholders where a quorum is present in person or proxy.

#### ARTICLE VII - INITIAL OFFICERS

The name and address of the member(s) of the first Board of Directors is/ARE:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ESTA K HERAUX	President and Secretary	815 SE 2 AVE, HALLANDALE, FL 33009
REYNOLD HERAUX	Vice-President	13710 F SW 56 ST # 146 MIAMI, FL 33175

#### ARTICLE VIII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, at 9400 S Dadeland Blvd # 330 Miami, Florida 33156

Accepted:

  
REYNOLD HERAUX

#### ARTICLE IX - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this Corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers a President, a Treasurer, and a secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or more of said officers may be held by the same person, the offices of President or Vice-President shall held by the secretary or any assistant Secretary of the corporation.

The annual meeting of the Corporation shall be held on such date as is provided in the Bylaws of the Corporation, which said Bylaws may be amended at any time in accordance with their provisions. The incorporator shall manage the business of the Corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE X - UNANIMOUS CONSENT

The shareholders, by unanimous consent evidence by a writing include among the minutes of the Corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been pursuant to a call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the persons named below have hereby executed these ARTICLES OF CORPORATION for the uses and purposes therein stated on this 28th day of December, 1995

  
ESTA K HERAUX

  
REYNOLD HERAUX

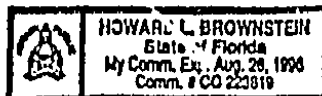
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STATE OF FLORIDA  
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ESTA K HERAUX AND REYNOLD HERAUX to me known to the person(s) described as subscriber to the foregoing ARTICLES OF INCORPORATION in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA, this  
28th day of December, 1995.

  
NOTARY SIGNATURE



REGISTERED AGENT

In pursuance of chapter 48.092, Florida Statutes, the following is submitted in compliance with said Act. That HERKAW INC desiring to organize under the laws of the State of Florida, with its principal office at indicated in the ARTICLES OF INCORPORATION AT THE CITY OF MIAMI, County of Dade, State of Florida has named REYNOLD HERAUX located at 9400 S Dadeland blvd #330 Miami, State of Florida, as its agent to accept service of process within the State. P.H.

I HEREBY ACCEPT AND ARE FAMILIAR WITH THE DUTY OF BEING A REGISTERED AGENT IN THE STATE OF FLORIDA.

  
REYNOLD HERAUX

STATE OF FLORIDA  
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above named, to take acknowledgment, personally appeared REYNOLD HERAUX to me well known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and State above named this 26th day of December, 1995.

My commission expires:

  
NOTARY PUBLIC



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95 JAN 10 10 34 AM