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FLORIDA DIVISION OF CORPORATIONS

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FROM: EMPLOYER CORPORATION COMPANY

DEPARTMENT OF STATE

1400 W. PALMER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CESMI IMPORT/EXPORT, INC.

FAX AUDIT NUMBER: H90000000729

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210 NW STREET 56

CELESTIAL

**ARTICLES OF INCORPORATION  
OF  
CESMI IMPORT/EXPORT, INC.**

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**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is CESMI IMPORT/EXPORT, INC., and its principal place of business shall be located at 600 N.E. 36th Street, Suite 320 Miami, Florida 33137.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Six Hundred (1000) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office address of this corporation is, 600 N.E. 36th Street, Suite 320, Miami, Florida 33137 and the name of the initial registered agent of this corporation at that address is Omar Delgado.

**Prepared By:** Laurence I. Blair, 20505 E. Country Club Drive, Suite 533, N.M.B., Florida 33180. (305) 932-6744. Florida Bar Number: 0999430.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have One (1) Director who shall serve until successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Omar Delgado	600 N.E. 36th Street, Suite 320 Miami, Florida 33137

**ARTICLE VIII - OFFICERS**

The name and address of the initial officer of the corporation, who shall serve until successors shall be elected or appointed, is:

<u>Name</u>	<u>Address</u>
Omar Delgado President	600 N.E. 36th Street, Suite 320 Miami, Florida 33137

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Omar Delgado  
600 N.E. 36th Street, Suite 320  
Miami, Florida 33137

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §601, Florida Statutes (1990).

**ARTICLE XI - AMENDMENT**

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

time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 1-15-96, 1996

  
Omar Delgado, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that this Corporation desiring to organize or qualify under the laws of the State of Florida, has named Omar Delgado at 600 N.E. 36th Street, Suite 320, Miami, Florida 33137 as its agent to accept service of process within Florida.

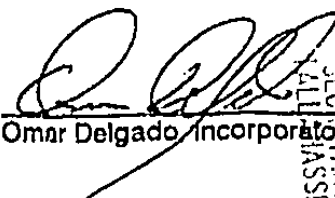
Dated: 1-15-96, 1996

  
Omar Delgado, Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 1-15-96, 1996

  
Omar Delgado, Incorporator

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