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1/17/96

FLORIDA DIVISION OF CORPORATIONS  
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: FAS-T CORP. AGENTS, INC.  
8405 NW 53RD ST  
SUITE C-100  
MIAMI FL 33166- 9-0000

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((H96000000004))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GALAPAGOS IMPORT EXPORT INC.

FAX AUDIT NUMBER: H96000000004

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/17/1996

TIME REQUESTED: 09:59:10

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

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1/17/96

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EFFECTIVE DATE  
1-16-96

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96 JAN 17 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/18

FLORIDA DIVISION OF CORPORATIONS

96 JAN 17 PM 1:36

RECEIVED

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**ARTICLES OF INCORPORATION  
OF  
GALAPAGOS IMPORT EXPORT INC.**

FILED  
95 JUN 17 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

**ARTICLE I**

The name of the corporation shall be: GALAPAGOS IMPORT EXPORT INC.

**ARTICLE II**

The general nature of business and the objects and purpose proposed to be transacted and carried on are to engage in and do any and all activities or businesses permitted under the Laws of the United States and the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

**FIVE HUNDRED (500) SHARES OF COMMON STOCK \$10.00 PAR VALUE**

**ARTICLE IV**

The amount of capital with which this corporation shall commence business shall be not less than **FIVE HUNDRED (\$500.00) DOLLARS.**

**ARTICLE V**

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI**

The initial street address of the principal office and place of business of the corporation shall be 227 S.W. 31 Avenue, Miami, Florida 33135 with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE VII**

The number of Directors of this corporation shall be not less than one (1) nor more than (5) The corporation shall initially have (1) Director.

**ARTICLE VIII**

The corporation shall be managed by the Stockholders unless the Stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the Board of Directors. If the corporation is managed by Directors, the exact number of Directors shall be determined by the Stockholders from time to time, but at no time shall there be less than

Prepared by: Ileana Maestri  
227 S.W. 31st Avenue  
Miami, Fl 33135 (305) 653-5755

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one (1) Director. At no time shall the corporation be managed by the Stockholders unless there is at least one (1) Stockholder. Any action required or permitted by Chapter 607, Florida Statutes, to be taken by the Directors or Stockholders shall be taken upon vote of majority of the issued and outstanding stock. Each Stockholder shall be entitled to one vote for each issued and outstanding share of which he or she is the record owner.

#### ARTICLE IX

The name and address of the first Officer/Director of the Board of Directors of this corporation, who shall hold office for the first year or until owner or successor is elected shall be:

NAME

ADDRESS

PRESIDENT  
ILEANA MAESTRI

227 S.W. 31 AVENUE  
MIAMI, FLORIDA 33135

#### ARTICLE X

The name and post office address of the initial subscribers and incorporators:

NAME

ADDRESS

ILEANA MAESTRI

227 S.W. 31 AVENUE  
MIAMI, FLORIDA 33135

The initial subscribers certify that the consideration for the stock for which they have subscribed is not less than the amount of capital necessary to begin business as set forth in Article IV above.

#### ARTICLE XI

These Articles may be amended, provided, every Amendment is approved by a majority of the Stockholders, who shall also have the power to adopt, alter, amend, and repeal the By-Laws of the corporation. The corporation shall have the power to indemnify any person so entitled by Florida Statutes, Section 607.014, or By-Laws, Stockholders' Agreement, vote of the Stockholders, or otherwise, subject to any limitations prescribed in the aforementioned statute or applicable successor statutes in effect at the time of such indemnification. The private property of the Stockholders shall not be subject to the payment of the corporation's debts to any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness to the corporation of such members of the corporation.

#### ARTICLE XII

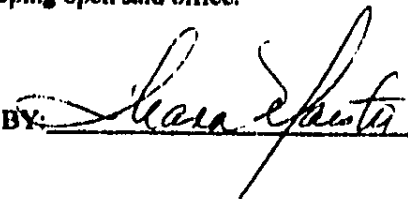
The registered agent to accept service of process within the State for said corporation shall be: ILEANA MAESTRI

THE RESIDENT OFFICE IS LOCATED AT: 227 S.W. 31 AVENUE MIAMI, FL. 33135

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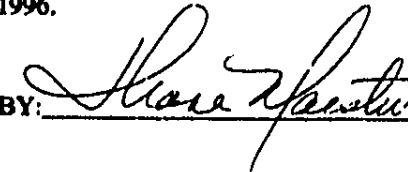
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Having been named to accept service of process for the above styled corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

IN WITNESS WHEREOF,

ILEANA MAESTRI, THE UNDERSIGNED SUBSCRIBERS TO THE CAPITAL STOCK HEREINABOVE NAMED AND THE INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, DO MAKE AND FILE THESE ARTICLES, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND DO RESPECTIVELY AGREE TO TAKE THE NUMBER OF SHARES HEREINABOVE SET FORTH, AND HEREUNTO SET OUR HAND AND SEAL THIS 16TH DAY OF JANUARY, 1996.

BY: 

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED ILEANA MAESTRI, TO ME WELL KNOWN TO BE THE INDIVIDUALS DESCRIBED HEREIN, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED SAME FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED BY HAND AND OFFICIAL SEAL AT DADE COUNTY, FLORIDA, THIS 16TH DAY OF JANUARY, 1996.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

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

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

**FIRST - THAT GALAPAGOS IMPORT EXPORT INC.**

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI,  
STATE OF FLORIDA, HAS NAMED ILEANA MAESTRI  
LOCATED AT: 227 S.W. 31 AVENUE MIAMI, FL 33135**

**STATE OF FLORIDA AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.**

**ACKNOWLEDGMENT**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CITED  
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:**

  
**REGISTERED AGENT**

**FILED  
95 JAN 17 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**SWORN TO AND SUBSCRIBED  
BEFORE ME THIS 4TH DAY OF DECEMBER, 1995.**

\_\_\_\_\_  
**NOTARY PUBLIC**

**MY COMMISSION EXPIRES:**

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