

JAN-25-96 THU 12:08 PM

H96000008065

TERMINAL 96
10:11 AM PUBLIC ACCESS SYSTEM (((H96000001201))) ELECTRONIC FILING COVER
SEND TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311-0 TALLAHASSEE, FL 32399 CONTACT: TERESA
ROMAN FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904)
385-6761 (((H96000001201))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A. NAME: HIGHTOP IMPORT EXPORT CORPORATION FAX AUDIT NUMBER: H96000001201
CURRENT STATUS: REQUESTED DATE REQUESTED: 01/25/1996 TIME REQUESTED:
10:13:58 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
sheet when submitting documents to the Division of Corporations. Your document
cannot be processed without the information contained on this page. Remember to
type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000001201))) ** ENTER 'M' FOR MENU. **

How for pick up

FILED
96 JAN 25 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/25

RECEIVED
66 JAN 25 PM 2:54
DIVISION OF CORPORATIONS

JAN-25-96 THU 12:37 PM

H9600000 1801

2 FILED
96 JAN 25 PM 3:53
P
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HIGHTOP IMPORT EXPORT CORPORATION**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is: Hightop Import Export Corporation.

ARTICLE II PURPOSE

The purpose of this corporation shall be the operation and transacting of any and all lawful business.

ARTICLE III TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

ARTICLE IV CAPITAL STOCK

The capital stock of the Corporation shall be 1000 shares of common stock having a par value of \$0.00 per share. The actual consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V REGISTERED OFFICE AND AGENT

The name of the initial registered agent Bruce G. Kassman, P.A. The address of the initial registered agent of this Corporation is 1111 Lincoln Road Mall, Penthouse 802, Miami, Florida 33139-2493.

ARTICLE VI INITIAL PLACE OF BUSINESS

The Corporations initial place of business shall be 2631-A N.W. 20th Street, Miami, Florida 33142. The Shareholders may from time to time move the principal office to any other address in the State of Florida.

Prepared by
Bruce G. Kassman, P.A.
1111 Lincoln Road Mall PH. 802
Miami Beach, Fl. 33139-2493
305-534-0181 Bar #865958

10620000000001

H960000/201

ARTICLE VII BOARD OF DIRECTORS/CORPORATE MANAGEMENT

The business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of two (2) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law. The names and addresses of the initial Directors, to hold office until the first meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death are:

Rolando Francisco Fraga Hernandez
Calle Santa Ana, Edif. Centro Penafiel
Piso-7, Ofic. 7-D
Boleita Sur
Caracas, Venezuela

Ana Maria Oviedo Garcia
Calle Santa Ana, Edif. Centro Penafiel
Piso-7, Ofic. 7-D
Boleita Sur
Caracas, Venezuela

ARTICLE VIII INCORPORATOR

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

Bruce G. Kassman, P.A.
1111 Lincoln Road, Penthouse 802
Miami Beach, FL 33139-2493

ARTICLE IX TRANSFER OF SHARES

Shares of stock of this corporation shall not be transferred, sold, pledged, assigned or incumbered ("Sale or Transfer") in any way until the Sale or Transfer has been approved by at least seventy percent (70%) of the shareholders. Additionally, the shareholders of the Corporation shall have the power to include in the bylaws, adopted by seventy percent (70%) of the shareholders of the Corporation, any regulatory or restrictive provisions regarding

H960000/201

H960000 1201

the proposed sale, transfer or other disposition of any of the unissued stock, or outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at the annual shareholder meeting or a shareholder meeting specially called for that purpose. Any rights conferred on the shareholders are subject to this reservation.

ARTICLE X AMENDMENT

The Articles of Incorporation may be amended, changed, altered or repealed in any manner now or hereafter prescribed by the Florida Statutes. Any rights conferred on the shareholders is granted subject to this reservation.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any present or former officer or Director, or person exercising powers and duties of an officer or Director, to the full extent now or hereafter permitted by law.

ARTICLE XII SPECIAL PROVISIONS

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

Section 2. The Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold two or more of said such offices.

H960000 1201

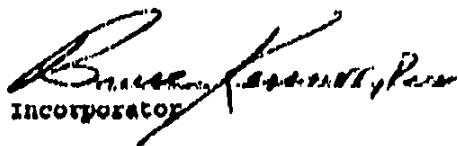
JAN-25-96 THU 12:38 PM

P. 5

H9600001201


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 25th day of January 1996.

Bruce G. Kassman, P.A.
by Bruce Kassman, President


Incorporator

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

BRUCE G. KASSMAN, P.A.

By 
Bruce Kassman, President

H9600001201

JAN-25-96 THU 12:39 PM

H9600001201

P. 6

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that HIGHTOP IMPORT EXPORT CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, located at 2631-A N.W. 20th Street, Miami, Florida 33142,

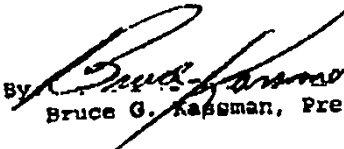
has named Bruce G. Kassman, P.A.
 1111 Lincoln Road Mall, Penthouse 802
 Miami Beach, Florida 33139-2493

as its agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept service of Process for the above named Corporation, at the 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.

BRUCE G. KASSMAN, P.A.

By 
Bruce G. Kassman, President

FILED
96 JAN 25 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9600001201