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TO: DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA MIAMI FL 33136-0855
409 EAST GUNN STREET
TALLAHASSEE FL 32309 CONTACT: RAY STORMONT
FAX (904) 322-0000 PHONE: (305) 541-3094
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: D'KASSET, INC.

FAX AUDIT NUMBER: H96000003106

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/05/1996

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95 MAR -5 PM 4: 31
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

56 MAR -5 PM 1:41

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ARTICLES OF INCORPORATION

OF

D'KASET, INC.

H 960000 03106

The undersigned subscribe to these Articles of Incorporation, for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profits.

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SECRETARY OF STATE
TALLHASSEE, FLORIDA

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EFFECTIVE DATE
3-1-96

ARTICLE I

The name of this corporation shall be D'KASET, INC.

This corporation is to exist perpetually. Its business shall be carried in Dade County, Florida, and at such other points or places in the State of Florida, in the United States and foreign countries as may, from time to time, when authorized by the Board of Directors. Its main office shall be at: 10325 SW 115 Court, Miami, Florida 33176. It shall commence its existence on March 1, 1996.

ARTICLE II

The general nature of the business to be transacted is as follows:

This instrument was prepared by
ELY A. FERNANDEZ, ESQUIRE
780 N.W. LeJeune Road,
Suite 517 Miami,
Florida 33125
Tel. (305) 448-1200
FL Bar No. 232181

H 960000 03106

SECTION II. To conduct and carry under business of representing computer parts, and all kind of electronic equipment, holding offices in and out of state during business in the women garments and in children entertainment equipment and any other related business.

SECTION III. To engage in any business and to execute any and all powers authorized and permitted by virtue of the Corporate Law of the State of Florida. This corporation shall have all the general powers but no recitation, expression, or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be SIX THOUSAND (6000) shares at ONE 00/100 dollar (\$1.00) par value.

ARTICLE IV

The minimum capital requirements of this corporation shall be located in Dade County, Florida and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

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ARTICLE V

This corporation shall have THREE Directors initially. The number of Directors may be increased from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VI

The name and post office address of the first Board of Director of this corporation who shall hold office until the organization meeting of this corporation and until his/her successors are elected and qualified is:

NAME	ADDRESS
KLAUS BENDIXEN	10325 SW 115 Court Miami, Florida 33176
JAIME S. FARAH	10325 SW 115 Court Miami, Florida 33176
HANS BENDIXEN	625 Biltmore Way, Apt. 1205 Coral Gables, Fl. 33134

The name and addresses of the officials held by the above-named Directors are as follows:

NAME	OFFICE
HANS BENDIXEN	President
JAIME S. FARAH	Vice-President
KLAUS BENDIXEN	Secretary/Treasurer

ARTICLE VII

The names and post office addresses of the subscribers of these Articles of Incorporation and a statement of the number of shares of stock which he agrees to take is as follows:

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NAME	ADDRESS	NO. OF SHARES	VALUE
JAMES S. FARAH	10325 SW 115 CT Miami, Fl. 33176	3000	\$3,000.00
KLAUS BENDIXEN	10325 SW 115 CT Miami, Fl. 33176	2400	\$2,400.00
HANS BENDIXEN	625 Biltmore Way, Apt. 1205 Coral Gables, Fl. 33134	600	\$ 600.00

ARTICLE VIII

The street address of the initial registered office of this corporation is 10325 SW 115 Court, Miami, Florida 33176, and the name of the initial registered agent of this corporation at that address is KLAUS BENDIXEN whose address is 10325 SW 115 Court, Miami, Florida 33176.

ARTICLE IX

The provisions of this Charter, and each of every article and section hereof, and the By-Laws of this corporation shall be governed by the laws of the State of Florida. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and sealed this 1st day of March, 1996.

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[Signature]

 KLAUS BENDIXEN

[Signature]

 JAMES S. FARAN

[Signature]

 KLAUS BENDIXEN

STATE OF FLORIDA }
 COUNTY OF DADE } SS.

The foregoing instrument was acknowledged before me at Miami, Florida, this 1st day of March, 1996 by KLAUS BENDIXEN, JAMES S. FARAN and KLAUS BENDIXEN, who are personally known to me.

My Commission Expires:

[Signature]

 NAME: ~~Klaus Bendixen~~
 NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
 ELOY A. FERNANDEZ
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. 0007871
 MY COMMISSION EXPIRES MAR. 29, 1997

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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.

That D'KASST, INC., desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation, at Miami, county of Dade, State of Florida, has named **KLAUS BENDIXEN**, located at 10328 SW 118 Court, Miami, Florida 33176, as its agent to accept service of process within this State.

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

Klaus Bendixen
KLAUS BENDIXEN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR 27-1996

11:43 AM

P.01

PUBLIC ACCESS SYSTEM
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 ((H96000004379))
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 1402 W FLAGLER ST
 STATE OF FLORIDA SUITE 200
 409 EAST GAINED STREET MIAMI FL 33136- 3394-0000
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 PHONE: (305) 541-3094
 FAX: (904) 922-4000 FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT
 ((H90000004379))
 NAME: D'KABET, INC.
 FAX AUDIT NUMBER: H90000004379 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 03/27/1996 TIME REQUESTED: 09:42:40
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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 95 MAR 27 PM 12:03
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 95 MAR 27 PM 2:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MAR-27-1996 10155
ELOY A. FERNANDEZ
780 N.W. LEVEUNE RD.
SUITE 517
MIAMI, FL 33126
(305) 448-1200
FON. 232181

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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MAR 27 PM 2:32
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

D'KASSET, INC.

PC96000020284

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(PLEASE PRINT)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI: The name and post office address of the first Board of Director of this corporation who shall hold office until the organization meeting of this corporation and until his/her successors are elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
KLAUS BENDIXEN	10325 SW 115 Court Miami, Florida 33176
JAIME S. FARAH	10325 SW 115 Court Miami, Florida 33176
HANS BENDIXEN	625 Biltmore Way, Apt. 1205 Coral Gables, Florida 33134

The name and addresses of the officials held by the above named Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
KLAUS BENDIXEN	President
JAIME S. FARAH	Vice-President
HANS BENDIXEN	Secretary/Treasurer

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

KLAUS BENDIXEN from Secretary/Treasurer to President and
HANS BENDIXEN from President to Secretary/Treasurer

THIRD: The date of each amendment's adoption: March 14, 1996

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

H 960000 04379

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25th of MARCH, 19 96

Signature [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HANS BENDIXEN

Typed or printed name

PRESIDENT

Title

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