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Requester's Name
Address
City State ZIP Phone

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CORPORATION(S) NAME

SUN-FLOWER International Import and Export Corp.

EMPIRE Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
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- Amendment
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W96-5605
502

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: SUNFLOWER INTERNATIONAL IMPORT AND EXPORT CORP.
Ref. Number: W96000005605

In reviewing our records, we note there is a(n) SUNFLOWER INTERNATIONAL IMPORTS EXPORTS CORP., Document number P92000004424, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$975.00, therefore, there is a balance of \$852.50 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 196A00011516

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DIVISION OF CORPORATIONS

MAR 14 1996

11:10 AM

**Article of Incorporation
of**

Sunflower International Import and Export Corp. of USA.
We the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the state of Florida, by and under the provisions of the statutes of the state of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

Article I

Name of Corporation

The name of the Corporation Shall be:

Sunflower International Import and Export Corp. of USA.

Article II

Sunflower International Import and Export Corp. of USA.

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

- (A) To merchandise, sell, offer for sale and distribute at wholesale and retail any merchandise of all kinds and descriptions, whether in bulk package, bottle or can including, beverages, grocery, fabrics, carpets, handicrafts, handlooms, spices, Electronics goods, of all kinds and for all purposes.
- (B) To buy, sell, trade or deal in any kind of goods, wares and merchandise.
- (C) To organize or cause to be organized under the laws of the State of Florida or any other state, district, territory, province, or Governments, a corporation or corporations for the purpose of accomplishing any of or all of the objects for a which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidates.
- (D) To be engaged in Services such as Exports & Imports, Investments, Employment Agency, Real Estates, and such Services which are allowed by the State of Florida.
- (E) To engage in or conduct any lawful business permitted by the laws and Statutes of the State of Florida.

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**ARTICLE III
CAPITAL STOCKS**

The authorized Capital Stocks of this Corporation shall be:
1000 Shares of Common Stock at \$ 1.00 par value.

**ARTICLE IV
INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this Corporation is: 10250 Sleepy Brook Way Boca Raton, FL 33428
The name of the initial Agent of this Corporation is Mr. Mollah F. Rahman and his street address is 10250 Sleepy Brook Way Boca Raton, FL 33428

**ARTICLE V
CORPORATE EXISTENCE**

This Corporation shall have a perpetual existence.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The Corporation shall have a principal place of business and shall have the privileges of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business the Corporation shall be 10250 Sleepy Brook Way Boca Raton, FL 33428

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed, and its Corporate power exercised, by a Board of not less than one nor more than three Directors. The exact number shall be established by the BYLAWS, provided that the initial Board of Directors shall consist of one member. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Directors. Directors Meetings may be held within or without the State. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone Conference, or similar communication equipment, by which all persons participating in the meeting can hear each other is used.

**ARTICLE VIII
OFFICERS**

The officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer, and other officers and Agent as many be provided for by the By-Laws of this Corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices combined.

**ARTICLE IX
INITIAL OFFICERS AND DIRECTORS**

The names and street address of the first Board of Directors and Officer of the Corporation who shall hold office, until their Successors are chosen shall be:

1. Mollah F. Rahman Pr.
10250 Sleepy Brook Way
Raton, FL 33428

2. Tomas Mitchell Jr. V.P.
10250 Sleepy Brook Way
Boca Raton Fla, 33428

4. Mohammad L. Kabir V.Pr.
10250 Sleepy Brook Way

3. Salma R. Taluder

**ARTICLE X
RESTRICTIONS ON SALE OR TRANSFER OF STOCKS**

The Corporation and or Shareholders of the Corporation may enter into any agreement restricting the sale or transfer of shares of stocks in this Corporation which is authorized under the Law of Florida.

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any Former officer or Director, to the full extent permitted by law.

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TALLAHASSEE, FLORIDA

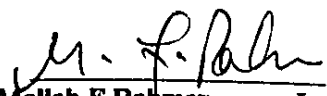
**ARTICLE XII
AMENDMENT TO ARTICLES**

The Corporation reserves the right to amend, alter or repeal any provisions contained in the Articles of Incorporation in manner now or hereafter prescribed by the Statutes of the State Florida, and all rights and powers conferred on Directors, Officers and Stockholders herein are granted subject to this amendments.

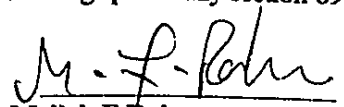
**ARTICLE XIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:
Mollah F.Rahman Incorporator
10250 Sleepy Book Way
Boca Raton., Fla 33428

The undersigned has (have) executed these Articles of Incorporation this 12th Day of March'1996.


Mollah F.Rahman, Incorporator

The undersigned, named Mollah F.Rahman the Registered agent in the Article of this Incorporation, hereby accepts the appointment as such registered agent and acknowledges familiarity with and accepts the obligation imposed upon registerd agents under, the Florida Business Corporation Act, including specifically section 697.0505


Mollah F.Rahman 03-12-96