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TO: DIVISION OF CORPORATIONS

ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

STATE OF FLORIDA

309 EAST BAYVIEW STREET

MIAMI FL 33133-1890

TALLAHASSEE FL 32304

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HAAPER (HHM), INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H96000003994

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**HAAPER (HHM), INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is **HAAPER (HHM), INC.**

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The street address of the office and place of business of this Corporation is:

1937 N.E. 147th Street  
North Miami, Florida 33181

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The Corporation may engage in general business. The objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do Import/Export of

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ACE INDUSTRIES, INC.  
24 NW 11th Street  
Miami, FL 33136  
305-250-8871

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general merchandise including but not limited to machines, tools and parts (e.g. rivets, eyelets, snap-fasteners, buckles, etc.) with worldwide markets including South and Central America and the Caribbean markets; and transact in any other activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE V - CAPITAL STOCK**

This Corporation is authorized to issue Four Thousands (4,000) shares of common stock, with Ten (10) dollars par value.

#### **ARTICLE VI - VOTING RIGHT**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of this Corporation is:

**HAAPANEN, Derek**

1937 N.E. 147th Street  
North Miami, Florida 33181

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of and the business

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and affairs of this Corporation shall be managed under the direction of, the Shareholders of this Corporation, unless by later unanimous action of the Stockholders of this Corporation the By-Laws thereof are amended to provide for a Board of Directors and the election of officers to manage corporate affairs.

#### ARTICLE IX - MEETING BY TELEPHONE CONFERENCE

Members of the Board of Directors, if any, and the Stockholders may participate in Special Meetings of the Board of Directors or Stockholders by means of telephone conference as provided by law, but Regular meetings of the Board of Directors, if any, or Stockholders must be attended in fact in person or by proxy of each Stockholder or Director, if any.

#### ARTICLE X - INITIAL STOCKHOLDER(S)

The initial Stockholder(s) of this Corporation is/are:

HAAPANEN, Derek	60%
HO HUNG MING (U.S.A.) ENTERPRISES, INC.	40%

#### ARTICLE XI - INITIAL BOARD OF DIRECTOR(S)

This Corporation shall have One (1) Director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

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The name and address of the initial Director(s) of this Corporation is:

**NAME/FIRST NAME****ADDRESS**

**HAAPANEN, Derek**  
President, Secretary, Treasurer

1937 N.E. 147th Street  
North Miami, Florida 33181

**ARTICLE XII - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or the Director(s).

**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


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**ARTICLE XV - INCORPORATOR**

The name and address of the person signing these Articles is: **Derek HAAPANEN**,  
1937 N.E. 147th Street, North Miami, FL 33181.

The undersigned incorporator has executed these Articles of Incorporation this 15th  
Day of March, 1996.

  
\_\_\_\_\_  
**Derek Haapanen**

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**ACCEPTANCE BY REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **HAAPER (HHM), INC.**
2. The name and address of the registered agent and office is:

**HAAPANEN, Derek****1937 N.E. 147th Street  
North Miami, Florida 33181**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE 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 THIS 15th DAY OF MARCH, 1996.

By:

  
**Derek Haapanen  
Registered Agent**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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