

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS RE: EMPIRE CORP. KIT COMPANY

DEPARTMENT OF STATE

492 **AGLE**

STATE OF NEW YORK

QUITE 20

~~CONFIDENTIAL~~

MIAMI

TALLAHASSEE

CONTACT: RAY HORMONT

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PHONE: (305) 541-3084

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(((11980000005648)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SMART EXPORT, INC.

FAX AUDIT NUMBER: H960000005040

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SMART EXPORT, INC.

REF: W96000008702

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE LIST THE INCORPORATOR NAME IN ARTICLE 7.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000005646
Letter Number: 596A00019025

PROFESSOR
B. L. BLOOMBERG, INC.
141 NE 37th Avenue
Miami, FL 33132
(305) 373-6211

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: *Smart Export, Inc.*

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

*245 S.E. 35th Street #210
Miami, FL - 33131*

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

*245 S.E. 35th Street #210
Miami, FL - 33131*

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ROSE ANNE LEITHO

*B. L. Legal Business
141 NE 37th Avenue
Miami, FL 33132
(305) 373-6211
Elyse Berlinger*

FILED

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

ROSE ANNE LEITAO President & Director
 ANDRÉA M. VIANNA BORGES
 DIRECTOR & SECRETARY

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

1200 W. Ave # 620
 MIAMI BEACH, FL. 33139
 ROSE ANNE LEITAO
 ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICERS OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22nd DAY OF April OF 1996.

✓ Rose Anne Leitao
 Incorporator

07725C:00001611

ROSE ANNE LEITAO

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ELYANE BECHTINGER
State of Florida
My Comm. Exp. July 18, 1988
Curre. # 6038041

4795000764

APR-22-1996 15:17

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **SMART EXPORT, INC.**, DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

ROSE ANNE LEZARD
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

SMART EXPORT, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS DAY OF , 1996.



Registered Agent

SECRET
TALLAHASSEE, FLORIDA

96 APR 23 PM 5:21

FILED