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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: "M & P INTERNATIONAL TRADERS, INC."
FAX AUDIT NUMBER: H96000006272 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: "M & P INTERNATIONAL TRADERS, INC."
REF: W96000009488

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

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Loria Poole
Corporate Specialist

FAX Aud. #: W96000006272
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ARTICLES OF INCORPORATION
OF
"P & M INTERNATIONAL TRADERS, INC."

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of this corporation shall be: "P & M INTERNATIONAL TRADERS, INC."

ARTICLE II
URATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III
PURPOSE AND POWER

The Corporation is organized for the purpose of engaging in lawful business permitted to a corporation organized under Florida General Corporation Law, Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of Five

PREPARED BY:
Linda S. Weitzman, Esquire
1999 S.W. 27th Avenue
Miami, FL 33145
(305) 860-9939
Florida Bar No. 449865

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Hundred (500) shares of common stock with par value of one (1.00) dollar per share, payable in lawful money of United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or property solely out of the unreserved and unrestricted surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation, solely out of unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V
SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of capital stock of the Corporation are not to be divided into classes.

ARTICLE VI
NO SHARES ISSUED SERIES

The shares of the capital stock to the Corporation are not to be issued in series.

ARTICLE VII
VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his

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name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Each shareholder shall have pre-emptive rights. Every Shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have rights to purchase his pro rata share at the price at which it is offered to others.

ARTICLE IX
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 8665 N.W. 6th Lane, Apt. 108, Miami, Florida 33126. The street address of the initial registered office at this Corporation is 1999 S.W. 27th Avenue, Miami, FL 33145, and the name of the initial Registered Agent of this Corporation is Linda S. Weitzman, Esquire.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the By-laws or the Shareholders. The name and address of the initial Directors of this Corporation are:

PAULA ANGERMANN STRASSER

8665 N.W. 6TH LANE
APT. 108
MIAMI, FL 33126

MARTHA ANGERMANN STRASSER

8665 N.W. 6TH LANE
APT. 108
MIAMI, FL 33126

**ARTICLE XI
OFFICERS**

The names and addresses of the Officers of the Corporation, who subject to the provisions of this Certificate of Incorporation and Bylaws, and the General Corporation Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

MARTHA ANGERMANN STRASSER
PRESIDENT, TREASURER

8665 N.W. 6TH LANE
APT. 108
MIAMI, FL 33126

PAULA ANGERMANN STRASSER
VICE PRESIDENT, ASSISTANT
TREASURER

8665 N.W. 6TH LANE
APT. 108
MIAMI, FL 33126

PEDRO STRASSER BRANDT
SECRETARY

8665 N.W. 6TH LANE
APT. 108
MIAMI, FL 33126

**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

PAULA ANGERMANN STRASSER
8665 N.W. 6TH LANE
APT. 108
MIAMI, FL 33126

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

**ARTICLE XIV
AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders to this reservation.

**ARTICLE XV
MEETINGS**

Meeting of the Incorporator(s), the Shareholders and the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

IN WITNESS WHEREOF, the above named Incorporator executed these Articles of Incorporation this 2nd day of May, 1996.

Paula Angermann Strasser
PAULA ANGERMANN STRASSER

STATE OF FLORIDA)
COUNTY OF DADE)

On this 2nd day of May, 1996, before me, the undersigned authority, personally appeared PAULA ANGERMANN STRASSER, known to me to be the person whose name is subscribed to the within statement, and acknowledged that she executed the same for the purposes therein contained.

My Commission Expires:

Linda S. Weitzmann
NOTARY PUBLIC



LINDA S. WEITZMANN
My Commission CC384847
Expires Nov. 22, 1998

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CERTIFICATE DESIGNATING REGISTERED AGENT

IN COMPLIANCE WITH SECTION 48.091 AND 607.034, FLORIDA STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED:

That P & M INTERNATIONAL TRADERS, INC.: desiring to organize or qualify under the Laws of the State of Florida, with its principal office a 8665 N.W. 6th Lane, Apt. 108, Miami, Florida 33126, and its Registered Agent, LINDA S. WEITZMAN, ESQUIRE, located at 1999 S.W. 27th Avenue, Miami, Florida 33145, shall accept Service of Process within Florida at said designated registered office.

Having been named to accept Service of Process for the above Corporation, at the place designated in its Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Linda S. Weitzman
LINDA S. WEITZMAN, Esq.
REGISTERED AGENT

5/2/96
DATE: MAY 7 1996
FILED
MAY 7 1996
CLERK OF COURT
MAY 7 1996

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