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PRIESTER HALL
LEGAL & FINANCIAL SERVICES

P960000042121

ACCOUNT NO. : 072100000032

REFERENCE : 955562 8992A

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1996

ORDER TIME : 1:45 PM

ORDER NO. : 955562

CUSTOMER NO: 8992A

CUSTOMER: Michael E. Leach, Esq
MICHAEL E. LEACH, ESQ

800001825828

Suite 706
2400 E Commercial Blvd.
Ft. Lauderdale, FL 33309

DOMESTIC FILING

NAME: HENRIMAR IMPORT & EXPORT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

Dmc 5/16/96

FILED
96 MAY 16 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 MAY-16 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HENRIMAR IMPORT & EXPORT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HENRIMAR IMPORT & EXPORT, INC.

The address of the principal office of this corporation shall be 2400 East Commercial Boulevard, Suite 702, Ft. Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Carlos Henrique Garcao Dir.	2400 East Commercial Boulevard Suite 702 Ft. Lauderdale, Florida 33308
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Aurimar Geraco Garcao Dir.	Same
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Carlos Henrique Garcao Pres./Sec.	2400 East Commercial Boulevard Suite 702 Ft. Lauderdale, Florida 33308
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Aurimar Geraco Garcao V. Pres.	Same
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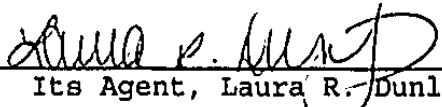
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 16, 1996.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Laura R. Dunlap

FILED

6 MAY 16 PM 3:33

ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:

Laura R. Dunlap
Its Agent, Laura R. Dunlap

HBD/jlm