

5/28/96

FLORIDA DIVISION OF CORPORATIONS

12:22 PM

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TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
107 EAST WASHINGTON STREET
TALLAHASSEE, FL 32399

FROM: ACE INDUSTRIES, INC.
24 W. 11TH ST
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((H96000007454))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MI-AMI SALES INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000007454

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, (F.S. 607) do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name and address of the corporation is:

MIAMI SALES INTERNATIONAL, INC.
13241 SW 38TH STREET
MIAMI, FLORIDA 33175

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in any lawful business activity for which corporations may be incorporated under the Florida General Corporation Act, (F.S. 607)".

ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is One Hundred (100) Shares. Such shares shall be of a single class (capital stock), shall be One dollar (\$1.00) per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Code.

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64 NW 11th Street
Miami, FL 33139
305-588-2871

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ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Director(s).

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least One hundred (\$100.00) Dollars.

ARTICLE VII

The street address of the initial principal office of the corporation is:

13241 SW 38TH STREET
MIAMI, FLORIDA 33175

The initial Registered Agent at such address is:

MIGUEL PELAYO
13241 SW 38TH STREET
MIAMI, FLORIDA 33175

H96-07454

H96-07454

ARTICLE VIII

The number of Director(s) constituting the initial Board of Directors of the corporation is one (1). The name and address of the person (s) who is to serve as member of the initial Board of Director(s) is:

MIGUEL PELAYO
13241 SW 38TH STREET
MIAMI, FLORIDA 33175

ARTICLE IX

The name and address of each incorporator and the number of shares of stock each agrees to take is:

MIGUEL PELAYO (100)
13241 SW 38th STREET
MIAMI, FLORIDA 33175

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Florida.



PRESIDENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom proceeds may be served.

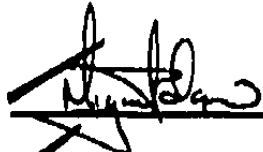
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that MI-AMI SALES INTERNATIONAL, INC. is desiring to organize or qualify under the laws of the State of Florida with its principle place of business at city of MIAMI, State of FLORIDA, has named MIGUEL PELAYO located at 13241 SW 38TH STREET city of MIAMI, FLORIDA, as its agent to accept service of process within Florida.

SIGNATURE:



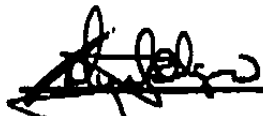
TITLE:

DATE:

 _____

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I heraby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:



(Resident Agent)

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