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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FL 32399

PUBLIC ACCESS SYSTEM

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FROM: EMPIRE CORPORATE KIT COMPANY

148 E. LAGUNA ST

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MIAMI, FL 33135-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: G & S IMPORT AND EXPORT, INC.

FAX AUDIT NUMBER: H96000008141

DATE REQUESTED: 06/11/1996

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TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(L)

ARTICLES OF INCORPORATION
OF
G & S IMPORT AND EXPORT, INC.

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The undersigned associates with the following directors for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State this Certificate of Incorporation; and to that end we do, by this certificate, set forth:

ARTICLE I NAME

The name of the corporation shall be: G & S IMPORT AND EXPORT, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the statutes of the State of Florida, and to do any and all of the things hereafter mentioned as full and to the same extent as natural persons might or could do, to wit:

- a) Perform transactions of sales, import and export, domestic and foreign.
- b) To subscribe for, invest in, purchase or otherwise acquire,

THIS INSTRUMENT PREPARED BY: ALICIA M. NAVARRO, ESQ.
4381 S.W. 12 Street
Miami, Florida 33134
(305)443-8239
Fla. Bar #798665

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to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, of types of stocks, bonds, debentures, or obligations of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporation, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured all loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this corporation or otherwise; and while owing or holding the rights to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this corporation.

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c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed,

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or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiating loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 750 shares at \$1.00 per share.

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

SUSAN M. ELALUF
Director, President/Secretary
942 S.W. 119 Place
Miami, Fla. 33184

The principal place of business of the corporation shall be at 942 S.W. 119 Place, Miami, Florida 33184 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI INCORPORATORS

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

SUSAN M. ELALUF
942 S.W. 119 Place
Miami, Florida 33184

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1996.

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SUSAN M. ELALUF is personally known to me.

Susan M. Elaluf
SUSAN M. ELALUF, INCORPORATOR
Director, President/Secretary

STATE OF FLORIDA }
COUNTY OF DADE } S.S.

THE FOREGOING instrument was acknowledged and sworn to before
me this 10th day of June, 1996,
by Susan M. Elaluf
of 942 S.W. 119 Place, Miami, FL 33184

A. Navarro
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
ALICIA M. NAVARRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC233230
MY COMMISSION EXP. JAN. 14, 1997

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607, 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: G & S IMPORT AND EXPORT, INC.
2. The name and address of the registered agent and office is:

**SUSAN M. ELALUF
942 S.W. 119 Place
Miami, Florida 33184**

Susan M. Elaluf
SUSAN M. ELALUF, REGISTERED AGENT

DATE: June 10, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF CHAPTER 607, FLORIDA STATUTES.

Signature: *Susan M. Elaluf*

DATE:

June 10, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA