

P.960000050725

JUN-12-1996 17:42 EMPIRE CORPORATE KIT P.01/20

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33136- 3302-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3084  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: J. & P.M. IMPORT & EXPORT, INC.  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
**Secretary of State**

June 13, 1996

**EMPIRE CORPORATE KIT COMPANY**  
**1492 W FLAGLER STREET**  
**SUITE 200**  
**MIAMI, FL 33138**

**SUBJECT: J. & P. N. IMPORT & EXPORT, INC.**  
**REF: W96000012644**

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JUN-13-1996 12:28

EMPIRE CORPORATE KIT

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PREPARED BY:  
B & L BUSINESS LEGAL, INC.  
141 NE 3RD AVE SUITE 900  
MIAMI, FL 33132 (407) 373-6211

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

Prepared By:  
B & L Business Legal  
141 NE 3 AVE #206  
MIAMI FL 33132  
305-373-6211  
Elyane Bechtlinger

### ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: J. & P. M., IMPORT & EXPORT, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

141 N. E. 3RD AVENUE  
SUITE NO. 900  
MIAMI, FL. 33132

### 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:

141 N. E. 3RD AVENUE  
SUITE NO. 900  
MIAMI, FL. 33132

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

PAULO AUGUSTO DE QUEIROZ GALVAO

**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE FURTHER 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:

PAULO AUGUSTO DE QUEIROZ GALVAO PRESIDENT & DIRECTOR  
ANTONIO GONCALVES JUNIO VICE PRESIDENT & DIRECTOR

**ARTICLE VII -- INCORPORATOR**

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

PAULO AUGUSTO DE QUEIROZ GALVAO  
141 N.E. 3RD AVENUE  
SUITE NO. 900  
MIAMI, FLORIDA 33132

**ARTICLE VIII -- INDEMNIFICATION**

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

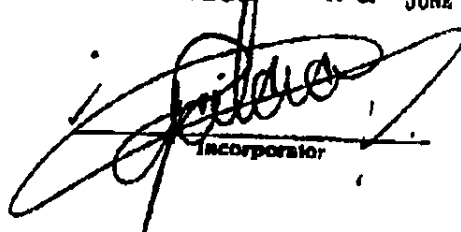
**ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS**

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 DIRECTOR 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 12TH DAY OF JUNE OF 1996.

  
Incorporator

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JUN-12-1996 17:32

EMPIRE CORPORATE KIT

P.04/20

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

**WITNESSETH:**

THAT J. & P. N. IMPORT & 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:

PAULO AUGUSTO DE QUEIROZ GALVAO  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

J. & P. N. IMPORT & 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 12 DAY OF JUNE, 1996.

  
Registered Agent

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96 JUN 13 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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JUN-12-1996 17132

EMPIRE CORPORATE KIT

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STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE  
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,  
PAULO AUGUSTO DE QUEIROZ GALVAO

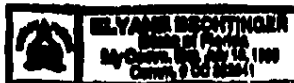
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

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

IN THE STATE AND COUNTY AFORESAID THIS 12TH DAY OF JUNE , 1996.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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