

JUN-17-1996 15103
6/18/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST MAIN STREET
TALLAHASSEE, FL 32301
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
102 W. FLORIDA ST.
SUITE 200
TALLAHASSEE, FL 32301
CONTACT: RAY STORMONT
PHONE: (305) 841-3884
FAX: (305) 841-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: QUALITY INTERNATIONAL IMP & EXP., INC.
FAX AUDIT NUMBER: H96000008519
DATE REQUESTED: 06/18/1996
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TALLAHASSEE, FLORIDA

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6/18

DIVISION OF CORPORATIONS

96 JUN 18 PM 3:37

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JUN-18-1996 15103

EMPIRE CORPORATE KIT

P.17/20

Prepared By:
Elyane Bechtlinger
BFL Business Legal, Inc.
141 NE 3rd Ave #206
Miami, FL 33132
305-373-6211



ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

QUALITY INTERNATIONAL IMP. & EXP., INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**117 SE 2nd AVENUE
MIAMI FL 33131**

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:

**117 SE 2nd AVENUE
MIAMI FL 33131**

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

CLAUDIO AUGUSTO PEREIRA NUNES

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SECRETARY OF STATE
FLORIDA

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EMPIRE CORPORATE KIT

P.18/20



ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

EDUARDO PASSO

PRESIDENT & DIRECTOR

ARTICLE VII - INCORPORATOR

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

EDUARDO PASSO
8950 SW 142nd AVENUE #906
MIAMI, FL 33186

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS 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 14th DAY OF JUNE OF 1996.


Incorporator

JUN-10-1996 15:04

EMPIRE CORPORATE KIT

P.19/20

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

WITNESSETH:

**QUALITY
THAT INTERNATIONAL 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:**

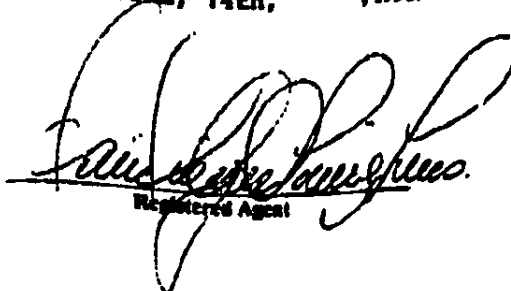
**CLAUDIO AUGUSTO PEREIRA NUNES
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE**

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

**QUALITY INTERNATIONAL IMP. & EXP.
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:**

DAY OF JUNE, 14th, , 1996.


Registered Agent

H9600008519

JUN-18-1996 15104

EMPIRE CORPORATE KIT

P. 20/20

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H9 6000008519

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

CLAUDIO AUGUSTO PEREIRA NUNES

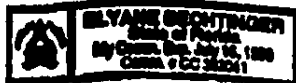
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

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

IN THE STATE AND COUNTY AFORESAID THIS DAY OF JUNE, 14th, , 1996.

4/3
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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96 JUN 19 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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