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6/20/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPLOYEE CORPORATION KIL COMPANY

DEPARTMENT OF STATE

100 W. WASHINGTON ST.

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI, FL 33136

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TAI PAN INTERNATIONAL TRADE, CORP.

FAX AUDIT NUMBER: H96000008676

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95 JUN 21 AM 7:45  
SECRETARY OF STATE



PREPARED BY:  
ELYANE BECHTINGER  
B&L Business Legal  
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**ARTICLES OF INCORPORATION**

**ARTICLE I -- NAME**

THE NAME OF THIS CORPORATION IS: TAT PAN INTERNATIONAL TRADE, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

9173 SOUTH WEST 138TH PLACE  
MIAMI, FLORIDA 33186

95 JUN 21 11:19:32  
SECRETARY OF STATE  
ALLIED BUSINESS SERVICES

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**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 OR 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:

9173 SOUTH WEST 138TH PLACE  
MIAMI, FLORIDA 33186

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

KATIA ALVES GIGLI

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**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE <sup>1</sup> 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:

KATIA ALVES GIGLI  
PRESIDENT & DIRECTOR

**ARTICLE VII – INCORPORATOR**

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

KATIA ALVES GIGLI  
9173 SW 138TH PLACE  
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 EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH DAY OF JUNE OF 1996.

Incorporator

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

**WITNESSETH:**

THAT TAI PAN INTERNATIONAL TRADE, CORP 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:

KATIA ALVES GIGLI

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:  
TAI PAN INTERNATIONAL TRADE, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACH 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:

18TH DAY OF JUNE , 1996.

Registered Agent

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