

7/12/96

FLORIDA DIVISION OF CORPORATIONS

1:57 PM

((H96000009729))

ELECTRONIC COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1402 W. FLORIAN ST.

STATE OF FLORIDA

SUITE 200

401 EAST WILSON AVE

MIAMI FL 33136-

000000

TALLAHASSEE, FL 32303

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H96000009729))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EXOTICARS USA, INC.

FAX AUDIT NUMBER: H96000009729

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/12/1996

TIME REQUESTED: 13:57:30

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072460003255

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((H96000009729))

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95 JUL 12 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 7/12

DIVISION OF CORPORATIONS

96 JUL 12 PM 3:42

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P.15/18

EMPIRE CORPORATE KIT

JUL-12-1996 15:04

H96000009729

Prepared By:
Carlos Garcia, Esquire
Fla. Bar No. 0463100
268 Sevilla Avenue
Coral Gables, FL 33134
(305) 447-8609

**ARTICLES OF INCORPORATION
OF
EXOTICANA USA, INC.**

ARTICLE I. NAME

The name of the corporation is EXOTICANA USA, INC.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is five hundred (500) shares of common stock at a par value of one dollar (\$1.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1344 of the Internal Revenue Code.

FILED

56 JUL 12 PM 4:55

SECRETARY OF STATE

56 JUL 17 PM 4:55

SECRETARY OF STATE

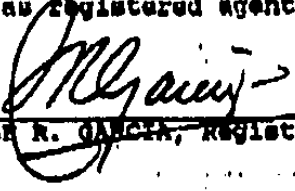
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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1702 S.W. 8 Street, Miami, FL 33135 and the initial registered agent of this corporation at such address is Jose R. Garcia.

Having been named as registered agent on whose process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.


JOSE R. GARCIA, Registered Agent.

ARTICLE VI. INCORPORATION

The name and address of the person signing these articles is Jose R. Garcia, 1702 S.W. 8 Street, Miami, FL 33135.

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 1702 S.W. 8 Street, Miami, FL 33135

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and addresses of the initial director is Jose R. Garcia, 1702 S.W. 8 Street, Miami, FL 33135.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon by shareholders herein granted herein subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 12th day of July, 1996.

Jose R. Garcia
JOSE R. GARCIA

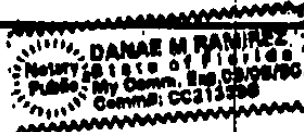
STATE OF FLORIDA }
COUNTY OF DADE } 88

The foregoing instrument was acknowledged before me this 12th day of July, 1996, by Jose R. Garcia.

Danae M. Ramirez
NOTARY PUBLIC - State of Florida

Personally known ✓ OR Produced Identification _____

Type of Identification Produced _____



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TALLAHASSEE, FLORIDA

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12:41 PM

996000058783

PUBLIC ACCESS SYSTEM
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((H97000005806 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EXOTICARS USA, INC.
AUDIT NUMBER.....H97000005806
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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97 APR -9 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(2)

H 97000005806

EXOTICARS USA, INC.
OFFICER'S RESIGNATION

P96000058783

I, the undersigned officer of the above named corporation, do hereby tender my resignation as President, Vice-President, Secretary and Treasurer.

Dated: February 25th, 19 97.

Jose R. Garcia
JOSE R. GARCIA

FILED
97 APR - 9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Carlos Garcia
265 Scilla Avenue
Coral Gables, FL 33134
305-447-6609
FBN.004210

H 97000005806

P96000058783

4/09/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:04 PM

((H97000005805 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

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TALLAHASSEE, FLORIDA

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97 APR -9 PM 1:34
DIVISION OF CORPORATIONS

H 97000005805

EXOTICARS USA, INC.
DIRECTOR'S RESIGNATION

P96000058783

I, the undersigned director of the above named corporation, do hereby tender my resignation.

Dated: 2/25, 19 97.

Jose M. Garcia
JOSE M. GARCIA

FILED
97 APR -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY: Carlos Garcia
265 Sevilla Avenue
Coral Gables, FL 33134
305-447-6609
FBN-004210

H 97000005805

12:4 PM

P96000058783

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000005806 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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FAX #: (305)541-3770

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97 APR -9 PM 1:32

DIVISION OF CORPORATIONS

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97 APR -9 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Office Desig.

(2)

H 97000005806

EXOTICARS USA, INC.
OFFICER'S RESIGNATION

P96000058783

I, the undersigned officer of the above named corporation, do hereby tender my resignation as President, Vice-President, Secretary and Treasurer.

Dated: February 25th, 1997.

JOSE R. GARCIA

FILED
97 APR -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Carlos Garcia
265 Scilla Avenue
Coral Gables, FL 33134
305-447-6609
FBN-004210

H 97000005806

P96000058783

4/09/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:04 PM

((H97000005805 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: EXOTICARS USA, INC.

AUDIT NUMBER.....H97000005805

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 APR -9 PM 1:34
DIVISION OF CORPORATIONS

TOTAL P. 82

W 97000005805

EXOTICARS USA, INC.
DIRECTOR'S RESIGNATION

P96000058783

I, the undersigned director of the above named corporation, do
hereby tender my resignation.

Dated: 2/25, 19 97.

Jose R. Garcia
JOSE R. GARCIA

FILED
97 APR -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By: Carlos Garcia
265 Sevilla Avenue
Coral Gables, FL 33134
305-447-6609
FBN-004210

H 97000005805

P96000058783

5/21/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:15 PM

((H97000008405 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EXOTICARS USA, INC.

AUDIT NUMBER.....H97000008405

DOC TYPE.....REGISTERED AGENT RESIGNATION

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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* ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 21 PM 2:23

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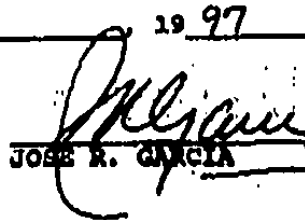
H97000008405

EXOTICARS USA, INC.

RESIGNATION OF REGISTERED AGENT

I, the undersigned Registered Agent of the above named corporation, do hereby tender my resignation as Registered Agent.

Dated: May 7 19 97


JOSE R. GARCIA

FILED
97 MAY 21 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By: Carlos Garcia
Florida Bar No. 0462100
Garcia, Perez-Siam & Grueninger
265 Sevilla Avenue
Coral Gables, FL 33134
(305) 447-6609

H97000008405