

7.24.96

ARTICLES OF INCORPORATION  
OF  
MEMPHIS INT'L CORP.

FILED  
95 JUL 24 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I  
NAME

The name of the corporation shall be: MEMPHIS INT'L CORP.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Article of Incorporation with the Department of State, of the State of Florida.

ARTICLE III  
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV  
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of: One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this corporation.

ARTICLE V  
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: Five Hundred dollars (\$500.00).

ARTICLE VI  
INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of this corporation is: 7796 NW 71st Street, Miami, FL 33166.

The street address of the initial registered office of this corporation is: 7796 NW 71st Street, Miami, FL 33166.

The name of the Initial Registered Agent of this corporation at that address is: LUIZ C. SILVA.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The names and addresses of the initial Directors of this corporation are: LUIZ C. SILVA of 9731 NW 51 Lane, Miami, FL 33178 and CARLOS H. ALVES of 13391B SW 88 Terrace, Miami, FL 33186.

ARTICLE VIII  
INCORPORATOR

The names and addresses of the Incorporators of this corporation are: LUIZ C. SILVA of 9731 NW 51 Lane, Miami, FL 33178 and CARLOS H. ALVES of 13391B SW 88 Terrace, Miami, FL 33186.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X  
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservations.

IN WITNESS WHEREOF, the above named incorporators subscribed their names this 3rd day of June, 1996.

  
\_\_\_\_\_  
LUIZ C. SILVA  
\_\_\_\_\_  
CARLOS H. ALVES

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: MEMPHIS INT'L CORP. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, State of Florida, has named: LUIZ C. SILVA, whose address is: 7796 NW 71st Street, Miami, FL 33166. Agent to accept service of process within Florida.

Having been named as Registered Agent to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
LUIZ C. SILVA

Date: June 3, 1996.

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