

((H90000010940))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: D & R IMPORT - EXPORT, INC.
FAX AUDIT NUMBER: H90000010940 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/07/1996 TIME REQUESTED: 11:40:40
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003256

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

```

(((H98000010946)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1  Option Menu F2

```

NUM Connect: 00:16:2

FILED
JUN - 7 PM 6 35
SOUTHERN DISTRICT
TALLAHASSEE, FLA.

[illegible]

95:1 HG 4-50795

05/12/2011

P.04/24

EMPIRE CORPORATE KIT

AUG-07-1996 12:49

2000
18-7-98

H96000010946

ARTICLES OF INCORPORATION

FILED
96 AUG -7 PM 6:30

PREPARED BY
GUILLERMO UBIETA
1500 WALKER AVE SUITE 100
MIAMI BEACH, FLORIDA 33139
(305) 363-3039

⑤

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

D & R IMPORT - EXPORT, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

900 BAY DRIVE #818
MIAMI BEACH, FLORIDA 33141

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 1000 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:

900 BAY DRIVE #818
MIAMI BEACH, FLORIDA 33141

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

DIEGO GIAMPIETRO

H96000010946

PREPARED BY
GUILLERMO UBERTA
2300 WEST 10TH AVENUE
MIAMI BEACH, FLORIDA 33134
(305) 553-7019

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:

DIEGO GIAMPIETRO - PRESIDENT & DIRECTOR

ARTICLE VII - INCORPORATOR

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

DIEGO GIAMPIETRO
900 BAY DRIVE #818
MIAMI BEACH, FLORIDA 33141

ARTICLE VIII - INDEMNIFICATION

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

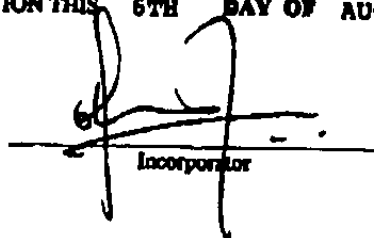
ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

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 6TH DAY OF AUGUST, 1996.


Incorporator

H96000010946

H96000010946

H96000010946

PREPARED BY
CALLAHAN & COMPANY
2500 W. 10TH AVE. SUITE 100
MIAMI, FLORIDA 33134
(305) 323-9000

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

WITNESSETH:

THAT D & R 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:

DIEGO GIAMPIETRO

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


ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

D & R 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 6TH DAY OF AUGUST, 1996.



Registered Agent

FILED
96 AUG -7 PM 6:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000010946

H96000010946

PREPARED BY
GUILLERMO MUNTA
2300 WEST 90TH STREET
MIAMI, FLORIDA 33156
(305) 225-3979

STATE OF FLORIDA)
COUNTY OF DADE)

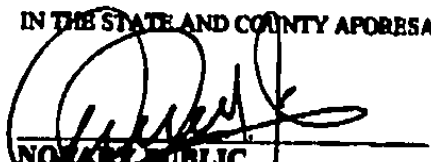
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

DIEGO GIAMPIETRO

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

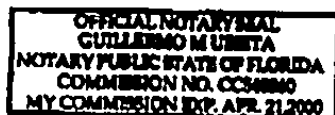
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 6TH DAY OF AUGUST, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000010946