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NAME: TRILLING INTERNATIONAL MANAGEMENT ENTERPRISE
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ARTICLES OF INCORPORATION

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The undersigned, acting as Incorporator of a corporation under the laws of Florida Statutes Chapter 621, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

TRILLING INTERNATIONAL MANAGEMENT ENTERPRISES, INC.

ARTICLE II

The corporation shall have perpetual existence and the corporation's sole business is the operation of an Amway Distributorship.

ARTICLE III

The capital stock of this corporation shall consist of 7500 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The name and address of the initial registered agent and office of this corporation is as follows:

SUSAN K. TRILLING
9950 SHERIDAN STREET
APARTMENT 305
PEMBROKE PINES, FLORIDA 33024

ARTICLE VI

This corporation shall have one director initially.

PREPARED BY:

ROBERT A. TRILLING, ESQ.
11098 Biscayne Boulevard, Suite 207
Miami, FL 33161
Phone: (305) 891-0020
FLORIDA BAR NO. 457957

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H96000012739

The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE VII

The name and address of the initial director of this corporation is:

SUSAN K. TRILLING
9950 SHERIDAN STREET
APARTMENT 305
PEMBROKE PINES, FLORIDA 33024

The initial registered office and principal place of business shall be:

9950 SHERIDAN STREET
APARTMENT 305
PEMBROKE PINES, FLORIDA 33024

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such as a matter of

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right, to purchase or subscribe for any obligation which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments of such obligations the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or in a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the corporation with any firm or person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

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

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE IX

The name of and address of the Incorporator signing these Articles of Incorporation is:

SUSAN K. TRILLING
9950 SHERIDAN STREET
APARTMENT 305
PEMBROKE PINES, FLORIDA 33024

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of

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Incorporation be made.

This corporation shall begin existence as of the date of the execution of these articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 10th day of September, 1996.


SUSAN K. TRILLING

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared SUSAN K. TRILLING, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of September, 1996.


GLADYS M. LACHET
NOTARY PUBLIC

My commission expires:



GLADYS M. LACHET
My Commission OC607838
Expires Nov. 02, 1996

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE:
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That, desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Pembroke Pines, County of Broward, State of Florida, has named as its agent to accept service within this state, SUSAN K. TRILLING, located at:

SUSAN K. TRILLING
9950 SHERIDAN STREET
APARTMENT 305
PEMBROKE PINES, FLORIDA 33024

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


SUSAN K. TRILLING
Resident Agent

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named Corporation, hereby consents to said appointment and agrees to serve as same for said Corporation.


SUSAN R. TREELING

STATE OF FLORIDA)
COUNTY OF DADE) SS:

THE FOREGOING Acceptance of Designation as Registered Agent was acknowledged before me this 10th day of September, 1996, by Susan R. Treeling.



GLADYS M. LAQUERRE
My Commission C080753a
Expires Nov. 02, 1998


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TALLAHASSEE, FLORIDA

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