

P96000079305
WILSON WS SUAREZ

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAPITAL BANK BUILDING - MEZZANINE
2151 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134-4200

TELEPHONE (305) 440-7300
FACSIMILE (305) 440-7330

September 17, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300001954143
-09/24/96--01027--004
****122.50 ****122.50

RE: Andino Imports & Trading Company, Inc.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation of Andino Imports & Trading Company, Inc. Also enclosed is a check in the amount of \$122.50.

In addition, enclosed please find a notarized letter of consent authorizing use of the subject name.

It is my desire to incorporate as soon as possible and your prompt attention to that effect would be greatly appreciated. If you have any questions, please do not hesitate to contact me.

Yours truly,

J. EVERETT WILSON

EJW/jgr

Enclosures

SEP 24 1996

FILED
96 SEP 23 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ANDINO IMPORTS & TRADING COMPANY, INC.**

FILED
96 SEP 23 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be **ANDINO IMPORTS & TRADING COMPANY, INC.**

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the initial Registered Office of this Corporation and of its principal office is 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this Corporation at that address is **J. EVERETT WILSON**. The mailing address is the same.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the ByLaws but shall never be less than one. The name and address of the Initial Director of this Corporation is:

NAME	ADDRESS
J. Everett Wilson	c/o Wilson & Suarez 2151 Le Jeune Road, Mezzanine Coral Gables, Florida 33134

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

J. Everett Wilson	c/o Wilson & Suarez 2151 Le Jeune Road, Mezzanine Coral Gables, Florida 33134
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ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 18th day of Sept, 1996.


J. EVERETT WILSON

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared J. EVERETT WILSON, personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this
18 day of Sept, 1998.



LAURA GOITIA
My Commission CC860303
Expires Jun. 04, 2000

Laura Goitia
Notary Public, State of Florida
at Large

My commission expires:

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

J. Everett Wilson
J. EVERETT WILSON

SERGIO MAURICIO SANTOS
Incorporator, Last Officer and Director of
ANDINO IMPORTS & TRADING COMPANY, INC.
A dissolved Florida corporation.
515 West Park Drive, #8
Miami, Florida 33172

FILED

96 SEP 23 AM 9:22

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

September 17, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

LETTER OF CONSENT

Dear Sirs:

Please be advised that I, **SERGIO MAURICIO SANTOS**, as incorporator, last officer and director of Andino Imports & Trading Company, Inc., an administratively dissolved Florida corporation, hereby authorize J. Everett Wilson to utilize the name "Andino Imports & Trading Company, Inc." in his formation of a new Florida corporation and forever relinquish any and all rights to said name. This consent shall in no way be construed to restrict the legal rights or obligations of Andino Imports & Trading Company, Inc., a dissolved Florida corporation, including, but not limited to, the ability to collect prior debts or enforce contracts.


Sergio Mauricio Santos

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of September, 1996, by **SERGIO MAURICIO SANTOS**, who is personally known to me or who has produced Driver's License (type of ID) as identification and who did take an oath.


Signature of Notary Public



LAURA GOITIA
My Commission CC559393
Expires Jun. 04, 2000

P96000079305
WILSON VS SAREZ

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAPITAL BANK BUILDING • MEZZANINE
2151 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134-4200

TELEPHONE (305) 446-7300
FACSIMILE (305) 446-7330

October 11, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

*name
changed
amend*

RE: Articles of Amendment for Andino Imports & Trading Company, Inc.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Amendment to Articles of Incorporation of Andino Imports & Trading Company, Inc. changing the name of the corporation to Basset Enterprises, Inc. Also enclosed is a check for the appropriate filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

J. EVERETT WILSON

EJW/jr

Enclosures

10/18/96
Examined
Filed
U.S. District Court
U.S. District Court
U.S. District Court
U.S. District Court
U.S. District Court
U.S. District Court

FILED
OCT 17 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800001978908--2
-10/17/96--01070--001
*****35.00 *****35.00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
96 OCT 17 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANDINO IMPORTS & TRADING COMPANY, INC.

1. The name of the Corporation is ANDINO IMPORTS & TRADING COMPANY, INC.
(the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - NAME

The name of the Corporation shall be BASSET ENTERPRISES, INC.

3. This amendment was adopted on October 11, 1996.
4. This amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed on this 11th day of October, 1996.



J. EVERETT WILSON, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

} SS

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by J. EVERETT WILSON, who is personally known to me or who has produced _____ (type of ID) as identification and who did take an oath.



LAURA GOITIA
My Commission CC569393
Expires Jun. 04, 2000



Signature of Notary Public

Laura Goitia

Printed Name of Notary