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ROSS & BURGER, P.A.

A PROFESSIONAL ASSOCIATION

GROVE PLAZA • SEVENTH FLOOR

2900 SOUTHWEST 28TH TERRACE

MIAMI, FLORIDA 33133

TELEPHONE (305) 441-2470

FACSIMILE (305) 442-2559

September 25, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

300001960469
-10/01/96--01034--004
****122.50 ****122.50

Re: E.I.B. Brokers

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation, Designation of Registered Agent and Registered Office in regards to the above captioned corporation. Also enclosed is our firm's check in the amount of \$122.50, representing filing fee of corporation (\$35.00), certified copy (\$52.50), and registered agent fee (\$35.00).

Please forward a certified copy of same to our office.

Thank you for your kind attention to this matter.

Very truly yours,



Timothy W. Ross

TWR:kr

Enclosures

Kristy Ruiz GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp. Subj*
DATE *10/4/96*
DOC. EXAM. *CF*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -1 AM 8:55

cf 10/7/96

**ARTICLES OF INCORPORATION
E.I.B. BROKERS, INC.**

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

I. NAME OF INCORPORATION

The name of this corporation shall be **E.I.B. BROKERS, INC.**

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in the business of providing Customs Broker related services, and any other business endeavors allowable by the laws of the State of Florida.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV. DURATION

The corporation shall have a perpetual existence.

V. REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: 1180 West 33rd Street, Hialeah, Florida 33012, and the name of its

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initial registered agent at said address is Isabel Bacallao.

VI. INCORPORATOR

The name and address of the Incorporator is as follows: Isabel Bacallao, 1180 West 33rd Street, Hialeah, Florida 33012.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two people. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Directors of this corporation are: Isabel Bacallao, 1180 West 33rd Street, Hialeah, Florida 33012 and Hilda Campillo, 1180 West 33rd Street, Hialeah, Florida 33012.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the

Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XII. INDEMNIFICATION

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

XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 20th of September, 1996.

X Isabel Becalla
Incorporator

X Isabel Becalla
Registered Agent

STATE OF FLORIDA

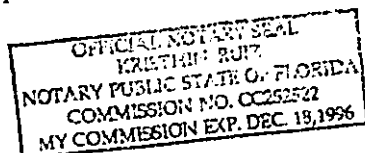
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Isabel Becalla, who is personally known to me X or who has produced identification _____, type of identification _____, and who executed the foregoing Articles of Incorporation, and be acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 20th of September, 1996.

Kristin Ruiz
NOTARY PUBLIC
State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : E.I.B. BROKERS, INC.
NAME OF REGISTERED AGENT : Isabel Bacallao
ADDRESS OF REGISTERED AGENT : 1180 West 33rd Street
Hialeah, Florida 33012

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 26th day of

September 1996.

X Isabel Bacallao
Isabel Bacallao

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Isabel Bacallao, personally known to me X or who has produced identification _____, type of identification _____, to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 26th day of September 1996.

My Commission Expires:

Kristhin Ruiz
NOTAR PUBLIC
State of Florida

