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JOEL M. GAULKIN, P.A.

ATTORNEY AT LAW

4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, Florida 33146
Telephone (305) 661-4830
FAX (305) 665-9073

September 30, 1996

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

000001965450
-10/04/96--01077--016
*****70.00 *****70.00

Re: **SBX EXPORT, INC.**

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of SBX Export, Inc. and a \$70.00 check. Please return the time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever please do not hesitate to contact me at your earliest convenience.

Sincerely,


J.M. Gaulkin

JMG:yv
enc.

OCT 9 1996 BSB

FILED
96 OCT -14 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SBX EXPORT, INC.

FILED
96 OCT -4 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SBX EXPORT, INC.

The address of the principal office of this corporation shall be 4627 Ponce de Leon Blvd., Second Floor, Coral Gables, Florida 33146 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4627 Ponce de Leon Blvd., Second Floor, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address shall be Joel M. Gaulkin, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officer(s) and two director(s), initially. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, until his successor is elected or appointed is:

Kirt M. De Vecht
Director/President

4627 Ponce de Leon Blvd.
Second Floor
Coral Gables

Michael Kashtan
Director/Vice-President

4627 Ponce de Leon Blvd.
Second Floor
Coral Gables

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joel M. Gaulkin, Esq.

4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, FL 33146

Signed on 9-30-96.

By:


Joel M. Gaulkin, Incorporator

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
SBX EXPORT, INC.

Joel M. Gaulkin, as a sole incorporator, for value received
hereby assigns any and all rights he may have as such incorporator
to the following:

KIRT M. DE VECHT

MICHAEL KASHTAN

Dated the 30TH day of September, 1996.

By: 

Joel M. Gaulkin, Incorporator

Having been named as registered agent and to accept service of process for SBX EXPORT, INC. at the place designated in these Articles of Incorporation, 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 hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Joel M. Gaulkin

By: 

Joel M. Gaulkin

Date: September 30, 1996

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TALLAHASSEE, FLORIDA