(20) HAYS STREET TATTAHASSEL, FL 12301-4607

800-342-8086

904-222-9176 [04-222-0393 FAX networks

PRESTRUMENT ACCOUNT NO. :

072100000032

REFERENCE :

124109

7117451

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: October 17, 1996

ORDER TIME : 2:42 PM

ORDER NO. : 124109-010

CUSTOMER NO:

7117451

CUSTOMER: Mr. Guillermo Jarramillo

GLOBAL WORLD-WIDE BANKERS

TRUST CORP. Suite 207

180 N.e. 39th Street

Miami, FL 33137

DOMESTIC FILING

NAME:

GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP.

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

454 (14)14 (14)14 (15)1

ARTICLES OF INCORPORATION

F11.TED 96 00T 18 F11 2: 08

<u>OF</u>

TALLAMASULL FLORIDA

GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP.

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligation conferred and imposes by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLES I

CORPORATE NAME

The names of this Corporation shall be:

GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP.

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLEIII

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged, in any lawful manner, among other thing, in the purchasing, leasing or otherwise to ecquire all kind of automobiles, trucks, equipment's, parts and accessories, and to sale, import, export convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipment's and merchandise, without limitation.

- II) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.
 - C) To act as a broker, agent or factor for any person, firm or corporation.
- D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to self, convey, exchange, lease or otherwise alterate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.
- E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Horida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.
- G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.
- In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world,

at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

A) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should be elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation. Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this corporation may being business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI

DIRECTOR

This Corporation shall have one directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial Director who shall hold office until his successor or successors are elected and have qualified are as follows:

GUILLERMO JARRAMILLO 4750 N.W. 7TH STREET, #5 MIAMI, FLORIDA 33126

ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

NAME GUILLERMO JARRAMILLO STREET ADDRESS 4750 N.W. 7th Street, 5

OFFICE President/Secretary

VICTICITE AIII

REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Resident agent for service in the State of Florida shall be:

GUILLERMO JARRAMILLO

The address of the Registered Office of this Corporation shall be

Prindpal

4750 N.W. 7th Street, #5

Address

MIAMI, FLORIDA 33126

ARTICLE IX

AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE, X

INCORPORATOR

The name and mailing address of the incorporator is as follows:

GUILLERMO JARRAMILLO 4750 N.W. 7th Street, #5 MIAMI FL 33126

IN WITN	ESS WH	ereof, u	he above-na	amed Inc	orporators, i	Directors and Re	gistered
Agent has hereun	to subsc	rlbed his	namq this_		Citate day	y of	
Cafab.) <u>28</u> 19	. 96					
Authron	Linu	mell	3				
Incorporator, Din Registered Agent							
	SI	TATE OF	FLORIDA)			
	α	OUNTY (OF DATE	: }	SS:		
Before	me	the	undersign	n ed	authority	personally	appeared
		1	GUILLERN	10 jar	RAMILLO		
who is to me well	known t	o be the p	erson descr	ribed in a	and who sub	scribed the fore	going articles
of incorporation, a	ınd he di	d freely a	and volunta	ary ackn	owledge befo	ore me accordin	g to law that
he made and subs	cribed th	e same fo	r the uses a	nd purp	oses therein r	nentioned and s	et forth.
						ffixed my offici	al seal, in the
State and County a	aforesald	this	1500	_day-of	Cet. 19	20	
	٨	Notary P ly Commiss	SIE HAY Poblis, Stato e sion Expiros E Jalon No. GC/	i Florida Dac. 3, 19	^^	TARY PUBLIC	State of

My commission expires:

CHRITIFICATIR OF DISIGNATION

FILED

96 OCT 18 PH 2: 08

REGISTERED ACENT REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, FLORIDA crganized under the laws of the State of Florida; submits the following statement in designating the registered office/registered agent; in the state of Florida.

1.	The name of the corporation is
	GLOBAL ELECTRONICS AND APPLIANCE DEBOT CORP.
2.	The name and address of the registered agent and office is:
	GUILLERMO JARRAMILLO
	(NAME)
	4750 N.W. 7th Street. #5
	(P.O. BOX NOT ACCEPTABLE)
	MIAMI, FLORIDA 33126

(CITY/STATE/ZIP)

TITLE PRESIDENT

DATE 10-15-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AM EAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Speciforme Jaconnello
DATE 10-15-56



CSC THE IMPLES STATES	6000C	ノと
COMPONATION COMPONATION	ACCOUNT NO.	07210000

ACCOUNT NO. : 072100000032

REFERENCE : 314926 7126413

7000021506117---9 -04/02/97--01002--016 ****105.00 *****95.00

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: April 1, 1997

ORDER TIME : 2:55 PM

ORDER NO. : 314926-015

CUSTOMER NO: 7126413

CUSTOMER: Mr. Chuck Anthony

Global Office Supply

11767 South Dixie Highway #335

Miami, FL 33157

DOMESTIC AMENDMENT FILING

NAME: GLOBAL ELECTRONICS & APPLIANCE

DEPOT CORP.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY __ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION

Global Electronics & Applia

Page 1 of 3

MARCH 03RD, 1997

(Special Meeting to Appoint Articles of Incorporation)

Pursuant to the provisions of section 607.1006. Florida Stautes, this corporation adopts the following articles of amendment to its articles of incorporation:

I. Amendment to Articles #6 & #7

Special meeting to the Board of Directors and Stockholders of Global Electronics and Appliance Depot Corp., held at the following: 180 NE 39TH Street, Miami, Florida, the 3RD day of March of the year 1997, at 1:00 o'clock PM....

The meeting was dully called to order by the Chairman, Guillermo Jarramillo, President of Global Electronics and Appliance Depot Corp.,.... Also present by invitation were Pedro Estrada, Accountant & Controllor to Global Electronics and Appliance Depot Corp., Maria Carmen Heredia, Raysa Soler and Hosvanny Alvarez.

The Chairman appointed Pedro Estrada as temporary secretary for the meeting.... The chair explains:

That the he, Guillermo Jarramillo himself is the owner and holder of all one thousand (1000) shares of stock. (100% ownership) and that has received an offer to purchase all one thousand (1000)shares of common stock (100% Ownership) from him, by Raysa Soler, on behalf of the herself.

The aforemention was discussed in detail and upon motion dully made, seconded and unanimously carried it was resolved that the offer to purchase the one thousand (1000)shares from Guillermo Jarramillo by Raysa Soler, was approved and it was ordered filed and spread at length upon the minutes.

The Chalrman, Guillermo Jarramillo also President submitted and accepted his resignation as PRESIDENT AND SECRETARY

Guillermo Jarramillo still acting as Chairman to the meeting stated the necessity to elect new officers for the corporation, and asked for nominations.

Upon motion dully made, seconded and unanimously carried the following were named to the office opposite their names, to serve in that position until the annual meeting of the corporation:

Raysa Soler

PRESIDENT/SECRTARY

There being no further business to come before the chair, upon motion dully made, seconded and carried. The meeting was adjourned.

II. Amendment

The date of each amendment' adoption:

03/03/97

III. Amendment (Adoption of Amendment(s) (check one)

A	The amendment(s) was/were	approved by the shareholders.
The for	number of votes cast for the approval.	amendment was/were sufficient

The amendment(s) was/were approved by the shaereholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the namendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approved by_____,"

(voting group)

	ere adopted by the board of tion and shareholder action was
The amendment(s) was/were without shareholder action was	e adopted by the Incorporators not required.
Signed this 3 day of 7	March_, 1997
Chairman of	Tussom Buillermo Jarramillo the Board & /Secretary
ON THIS 3 DAY OF 1/10 APPEARED BEFORE ME, Guillermo farr THIS DOCUMENT, AND ACKNOWLEDGED INSTRUMENT AS HIS OWN ACT AND DEE	TO METHAT HE HAD EXECUTED THIS
Aff.	NOTARY PUBLIC
NOTARY PUBLIC	***************************************
JAOIAKI POBLIC	COMMISSION Nocc448218
	MY COMMISSION EXP.MAR 27,95

11/5/46

1615

STATE OF FLORIDA OFFICE OF STATE TREASURER TALLAHASSEE FLORIDA

**************************************	AMC IN I'	RECEON RETURN O	A PA	50	* 1
* GENERAL REVENUE	0.00	INSUFFICIENT FUNDS			
* TRUST		ACCOUNT CLOSED	2	-	
* OTHER		UNCOLLECTED FUNDS	3	*	
* TOTAL	4,067.50		4	 *	* 1

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	amount
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	4	150.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	4	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	383.00
12	45-20-2-130001-45300000-00-000100-00	1	383.75
12	45-20-2-130001-45300000-00-000100-00	4	583.75
12	45-20-2-130001-45300000-00-000100-00	1	727.00

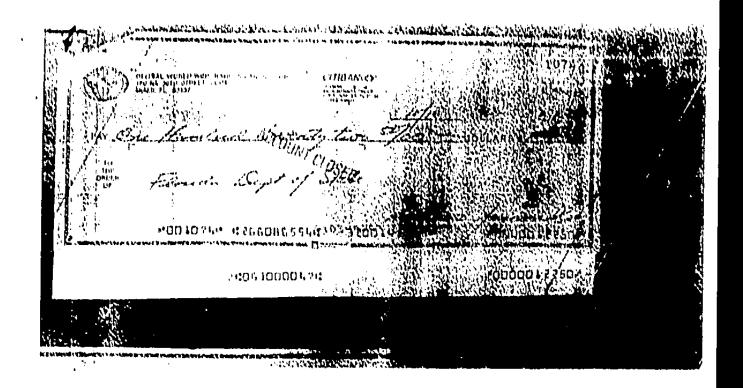
GRAND TOTAL:

4,067.50

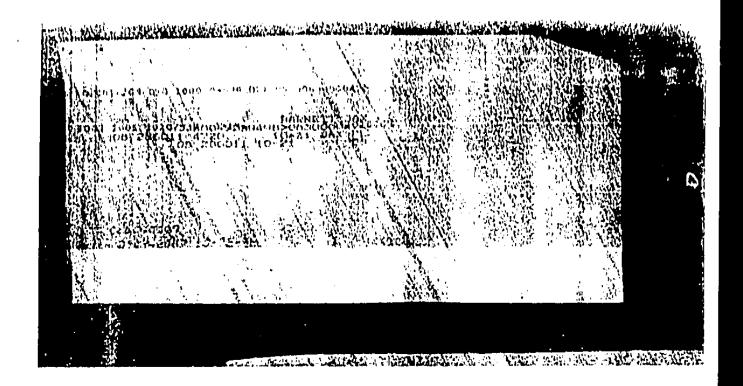
71613-C

Process Date: 10/25/96

above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.



7 -1613 C



Very poor photo quality



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 10, 1997

Global Electronics & Appliance Depot Corp. 4750 NW 7th St. #5
Mlaml, FL 33126

SUBJECT: GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP.

Ref. Number: P96000086258

Deblt Memo #: 71613-C

This is to inform you that your check #1074 dated October 10, 1996 in the amount of \$122.50 and submitted for GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP. has been returned to us by your bank because of Account Closed.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations Attn: Melinda Lilliston P.O. Box 6327 Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely, Melinda Lilliston Administrative Assistant I Division of Corporations

Letter number: 397A00018086



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 14, 1997

Global Electonicis & Appliance Depot Corp. 4750 NW 7th St. #5
Miami, FL 33126

SUBJECT: GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP.

Ref. Number: P96000086258

Debit Memo #: 71613-C

Due to your failure to respond to our previous letter advising you of the returned check #1074, the Articles of Incorporation for GLOBAL ELECTRONICS AND APPLIANCE DEPOT CORP. have been cancelled and are considered not filed as of May 14, 1997.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Letter number: 797A00025948

Sincerely Melinda Lilliston Administrative Assistant I Division of Corporations TO: DEPARTMENT OF STATE

P 960000

FOR OFFICIAL USE
NUMBER

OFFICE OF STATE TREASURER TALLAHASSEE FLORIDA

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٠		AMOUNT	DEAGON DESTIDATED	rev	11	4	******	•
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CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
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GRAND TOTAL:

NABAEHEN

Pa60000 86258

B96000086254

73472-2

Process Date: 04/07/97

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nolson



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 28, 1997

Global Office Supply Depot, Inc. 17029 S. Dixie Highway Miami, FL 33157

SUBJECT: GLOBAL OFFICE SUPPLY AND FURNITURE DEPOT, INC.

Ref. Number: P96000086254

Debit Memo #: 73472-D

This is to inform you that your check #1055 dated March 24, 1997 in the amount of \$105.00 and submitted for GLOBAL OFFICE SUPPLY AND FURNITURE DEPOT, INC. has been returned to us by your bank because of Account Closed.

We request that you remit a cashler's check or money order in amount of \$120.00 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

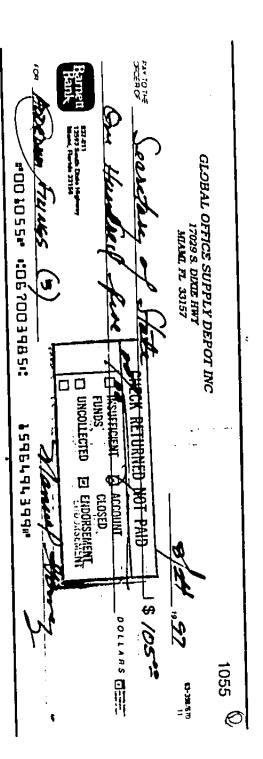
Division of Corporations Attn: Melinda Lilliston P.O. Box 6327 Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely, Melinda Lilliston Administrative Assistant I Division of Corporations

Letter number: 897A00021860

cc:Global Office Supply and Furniture Depot, Inc. 4750 NW 7th St., #5
Miami, Florida. 33126



_

DEPT OF STATE 4500453 -04/02/97--01002--016 -----****105.00 11 >963999997< 06 155122 20 COO 800-82394987063000474 66 155122 4679 04-03 JRY FL 06 155122 04-03 :



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 10, 1997

Global Office Supply Deport Inc. 17029 S. Dixie Highway Mlami, Fl. 33157

Debit Memo #'s: 73472-D,

Subject: Global Office Supply and Furniture Deport, Inc.

Global Electronics and Appliance Depot Corp.

Ref. Numbers: P96000086254, P96000086258

Due to your failure to respond to my previous correspondence dated April 28, 1997, the amendments filed on April 1, 1997 for the above named corporations have been cancelled and considered not filed. Please refer to my correspondence of April 28, 1997 concerning returned check #1055, dated 3/24/97 in the amount of \$105.00.

If you have any questions concerning the returned check, please call me at (904) 497-6900.

Sincerely

Melinda Lilliston

Administrative Assistant II Division of Corporations

cc: Global Office Supply & Furniture Depot, Inc. Global Electronics & Appliance Depot Corp.