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TO: DIVISION OF CORPORATIONS

FAX #: (305) 541-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: OVERSEAS PURCHASING SERVICES, INC.

AUDIT NUMBER.....H96000015040

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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CERTIFICATE OF INCORPORATION

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ARTICLE ONE

NAME

The name of this Corporation shall be:

OVERSEAS PURCHASING SERVICES, INC..

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

COSME J. DE LA TORRIENTE, P.A.
Attorney and Counsellor at Law
155 S.W. 25th Road
Miami, Florida 33129
Telephone: (305) 857-3434
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EMPIRE CORPORATE KIT

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ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

The names and addresses of the initial Directors of this Corporation are:

MARIO O. TARIELLO PASSARELLI President/Secretary/Director
999 SOUTH BAYSHORE DRIVE, #908
MIAMI, FLORIDA 33131

ELIZABETH CANO Treasurer/Director
999 SOUTH BAYSHORE DRIVE, #908
MIAMI, FLORIDA 33131

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

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ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:

7,500 Shares

C. Par Value: Each Share of Common Stock shall have the par value of:

\$1.00 each

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud the value of any such consideration shall be conclusive.

E. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

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ARTICLE NINE

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

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ARTICLE TEN

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation.

Required percentage: MAJORITY

2. Sale, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.

Required percentage: MAJORITY

3. Merger or consolidation of this Corporation into or with any other corporation.

Required percentage: MAJORITY

4. Voluntary dissolution of this Corporation.

Required percentage: MAJORITY

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ARTICLE ELEVEN

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or any new stock of this Corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TWELVE

PERCENTAGE OF SHARES

The names and addresses of each subscriber to the Articles of Incorporation and the number of shares which each of them agrees to take are as follows:

Name: MARIO R. TORIBELLO PASSARELLI

Address: 999 SOUTH BAYSHORE DRIVE, #908
MIAMI, FLORIDA 33131

Number of Shares: 500

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE 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 OVERSEAS PURCHASING SERVICES, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

Cosme de la Torriente, Esq.
155 SouthWest 25th ROAD
Miami, Florida 33129

as its agent to accept services of process within the State.

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.



COSME DE LA TORRIENTE, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: MARIO R. TORIELLO PASSARELLI

STREET ADDRESS/PRINCIPAL OFFICE: 840 BRICKELL AVENUE,
SUITE 1215
MIAMI, FLORIDA 33131

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

DATE: 10/24/96


MARIO R. TORIELLO PASSARELLI

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MARIO R. TORIELLO PASSARELLI, to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 24 day of October, 1996.

My commission expires:

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