

P96000090548
Select Brands Inc.

a division of Grupo C.B. Ltd.

10173 N.W. 16th Street, Coral Springs, Florida 33071

Phone (954) 340-2050

Fax (954) 340-9556

October 30, 1996

Ms. Beth Register
Secretary of State
Div. of Corporations
Tallahassee, FL
32399

500002002785--5
-11/13/96--01088--012
****122.50 ****122.50

Dear Beth:

As per our telcon today, please find enclosed the missing check for \$ 122.50 for the filing of Alliance International Marketing Inc.

The Incorporation documents have probably already reached you as these were Express Mailed the day before.

I thank you for your kind assistance,



Carina Betts
(954) 340-2050 V

George Karshi GAVE
AUTHORIZATION BY PHONE TO
CORRECT add mailing
address
DATE 11-5-96
DOC. EXAM BR

96 NOV -5 AM 9:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-23040

- ① Needs Principal office
- ② Title of person signing for the incorporator

LETTER OF TRANSMITTAL

October 28, 1996

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

Re: Alliance International Marketing Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Carina Betts



Alliance International Marketing Inc.

MAILING ADDRESS OF CORPORATION

PO Box 1166

Coral Springs, Florida, 33077-1166

(954) 340-2050

PHONE

Articles of Incorporation
of
Alliance International Marketing Inc.

FILED

96 NOV -5 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

Article I - Corporate Name

The name of the corporation is: **Alliance International Marketing Inc.** The mailing address for the corporation is PO Box 1166, Coral Springs, FL 33077-1166.

Article II - Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III - Purpose

The corporation is organized for the sole purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue **one hundred** shares (**100**) of one dollar **\$1.00** par value Common Stock, which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is:

Name: George Karski
Address: 8207 NW 70th Street
Tamarac, Florida, 33321

Article VI - Initial Board of Directors

The corporation shall have **two (2)** directors initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and addresses of the initial directors of the corporation are as follows:

Name: Carina Betts c/o Grupo C.B. Ltd.
Address: 48 Tanera Crescent
St Catharines, Ontario, Canada, L2M7K2

Name: Andrew John Pacey
Address: Rua Dom Joaquim, #341, Granja Vianna
Cotia, Sao Paulo, Brazil, 06700-000

Article VII - Incorporators

The names and addresses of the persons signing these Article of Incorporation are as follows:

Name: Grupo C.B. Ltd.
Address: 48 Tanera Crescent
St Catharines, Ontario, Canada, L2M7K2

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation this 28th day of October 1996.

President: 
Carina Betts for Grupo C.B. Ltd.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Alliance International Marketing Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above Corporation, desiring to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation

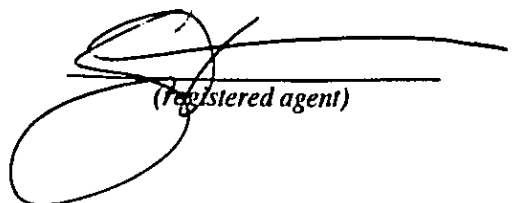
at: 8207 NW 70th Street
Tamarac, Florida, 33321

has named: George Karski

located at the aforesaid address, as it's Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obligations
of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.


(Registered agent)

FILED

96 NOV -5 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA