

P97000007072

TRANSMITTAL LETTER

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

200002051482--2
-01/08/97--01121--015
****131.25 ****131.25

SUBJECT: A & L IMEX CORPORATION
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
1-5-97

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FILED
97 JAN 10 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: ARTURO BELTRON
Name (printed or typed)

1165 97 STR # 4
Address

MIAMI, FL 33154
City, State & Zip

(305) 864-1375
Daytime Telephone number

W97-920

JAN 24 1997

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

ARTURO BELTROY
1165 97TH ST. #4
MIAMI, FL 33154

SUBJECT: A & L IMEX CORPORATION
Ref. Number: W97000000920

We have received your document for A & L IMEX CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 597A00001876

**ARTICLES OF INCORPORATION FOR
A & L IMEX CORPORATION**

FILED

97 JAN 10 PM 3: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I

NAME AND PRINCIPAL PLACE OF BUSINESS OF CORPORATION

The name of the corporation shall be A & L IMEX CORPORATION, 1165 97 Street, Suite 4, Miami, FL 33154.

II

EFFECTIVE DATE

1-5-97

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledge of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 1165 97 Street Suite 4, Miami, FL 33154 and the name of the registered agent at said address is Arturo Beltroy.

VI

INCORPORATOR

The name and address of the incorporator is as follows :

Arturo Beltroy
1165 97 Street, Suite 4
Miami, Florida 33154

VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The names and addresses of the initial Directors of this corporation are :

Arturo Beltroy 1165 97 Street, Suite 4, Miami, Florida 33154

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 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

INDEMNIFICATION

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

XI

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the first right to purchase shares (and

securities convertible into shares) of any class, kind, or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury, in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding, exclusively of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholders to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

XII

BYLAW AMENDMENT


The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

XIII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 5 day of January, 1997.


ARTURO BELTROY
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Arturo Beltroy, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 5 day of January, 1997.



NOTARY PUBLIC
State of Florida at Large,

My Commission expires:



MARIA LILIANA MELLY
COMMISSION # CC 395029
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 JAN 10 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
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: A & L IMEX CORPORATION
2. The name and address of the registered agent and office is :

ARTURO BELTROY
1165 97 STREET , STE# 4
MIAMI, FL 33154

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 provision of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ARTURO BELTROY

1/16/97