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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: MIT PRODUCTS AND SERVICE, INC.
070402002741

ACCT#:

CONTACT: RAFAEL MOREL
PHONE: (305) 871-0008
(305) 871-0550

FAX #:

NAME: KEY AMERICA IMPORT & EXPORT
AUDIT NUMBER.....H97000001528
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ARTICLES OF INCORPORATION
OF

KEY AMERICA IMPORT & EXPORT, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

KEY AMERICA IMPORT & EXPORT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6941 N.W. 82ND. AVENUE
MIAMI, FLORIDA 33166

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

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

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.
6555 N.W. 36TH STREET STE. 301
MIAMI, FL. 33166
PHONE (305) 871-0008

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

IVONNE Y. BURGOS
11211 N.W. 7TH STREET APT. 2
MIAMI, FLORIDA 33172

ARTICLE VIINITIAL BOARD OF DIRECTOR

This corporation shall have (2) (two) directors initially, The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director on this corporation is

IVONNE Y. BURGOS
11211 N.W. 7TH STREET APT. 2
MIAMI, FLORIDA 33172

JUSTINIANO TIBURCIO
11211 N.W. 7TH STREET APT. 2
MIAMI, FLORIDA 33172

ARTICLE VIIOFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

IVONNE Y. BURGOS	PRESIDENT/DIRECTOR	1 SHARE
JUSTINIANO TIBURCIO	VICE-PRESIDENT/TREASURER/ SECRETARY/DIRECTOR	99 SHARES

ARTICLE VIII

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

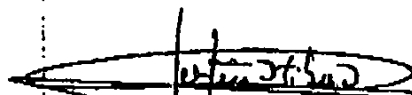
IVONNE Y. BURGOS
11211 N.W. 7TH STREET APT. 2
MIAMI, FLORIDA 33172

JUSTINIANO TIBURCIO
11211 N.W. 7TH STREET APT. 2
MIAMI, FLORIDA 33172

The undersigned has (have) executed these Articles of Incorporation this
24TH Day of January, 1997



IVONNE Y. BURGOS/INCORPORATOR
Signature/ Title



JUSTINIANO TIBURCIO/INCORPORATOR
Signature/ Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized 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: KEY AMERICA IMPORT & EXPORT, INC.

2. The name and address of the registered agent and office is:

IVONNE Y. BURGOS
(NAME)

11211 N.W. 7TH STREET APT. 2
(ADDRESS)

MIAMI, FLORIDA 33172
(CITY/STATE/ZIP)

SIGNATURE Ivonne Y. Burgos

TITLE _____

DATE January 24, 1997

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 FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Ivonne Y. Burgos

DATE January 24, 1997

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TALLAHASSEE, FLORIDA

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