

01/27/97 50
1/27/97
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
10:11 AM

((H97000001485 6))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ FAX #: (305)716-0346
PHONE: (305)599-0839
NAME: GONZALEZ AND LLENAS IMPORT & EXPORT CORP.
AUDIT NUMBER.....H97000001485
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT
** ENTER 'M' FOR MENU. **

RECEIVED
97 JAN 29 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 JAN 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-1919
W97-1967

01/29/97

13:50

NO. 112 D02

04-822-3709

01/28/97 09:48 F1. Dept. of State p1 /1

904-922-3709



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 28, 1997

FAS-T CORP. AGENTS

SUBJECT: GONZALEZ AND LLENAS IMPORT & EXPORT CORP.
REF: W97000001967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE RE-FAX COVER SHEET AND DOCUMENT.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H97000001485
Letter Number: 797A00004193

01/29/97

13:50

H97000001485

FILED
97 JAN 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

GONZALEZ AND LLENAS IMPORT & EXPORT CORP .

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is:

GONZALEZ AND LLENAS IMPORT & EXPORT CORP

ARTICLE TWO

The principal office of the corporation shall be located at:

8750 NW 112 ST HIALEAH GARDENS FL 33018

Other offices for the transaction of business may be located wherever the Directors may deem necessary of expedient.

ARTICLE THREE

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

Prepared by: Dora E. Gonzalez
7080 West 16th Ave.
Hialeah, FL 33014
(305) 551-5090

1

H97000001485

H97000001485

ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

NAME	ADDRESS
BISMARCK A GONZALEZ	8750 NW 112 ST HIALEAH GARDENS FL 33018

ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

ARTICLE NINE

The number of shares the corporation is authorized to issue is 750 shares, which shall be common stock of \$10.00, par value, each.

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

H97000001485

ARTICLE FOUR

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE FIVE

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial directors are:

NAME	ADDRESS
BISMARCK A GONZALEZ	8750 NW 112 ST HIALEAH GARDENS FL 33018
FRANK LLENAS	8750 NW 112 ST HIALEAH GARDENS FL 33018

ARTICLE SIX

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
BISMARCK A GONZALEZ	8750 NW 112 ST HIALEAH GARDENS FL 33018
FRANK LLENAS	8750 NW 112 ST HIALEAH GARDENS FL 33018

01/29/97

13:50

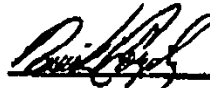
NO. 112 006

H97000001485

ARTICLE ELEVEN

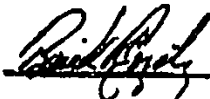
The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned Incorporator set my hand and affixed my seal, on this 26 day of JANUARY, 1997.



Incorporator
BISMARK A GONZALEZ

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.



Resident Agent
BISMARK A GONZALEZ

STATE OF FLORIDA)
COUNTY OF DADE)

FILED
97 JAN 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000001485