

P9700001 1523

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

SUBJECT: INTERNATIONAL IMPEX, INC
(Proposed corporate name - must include suffix)

600002066496--1
-01/23/97--01085--014
****131.25 ****131.25

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

FROM: GUDRUN R. TODD
Name (Printed or typed)

382 5th Avenue South
Address

Naples, FL 34102
City, State & Zip

(941) 261 0808
Daytime Telephone number

097-2179

1/29/97

97 JAN 23 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

502

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

GUDRUN R. TODD
382 5TH AVE. SOUTH
NAPLES, FL 34102

SUBJECT: INTERNATIONAL IMPEX, INC.
Ref. Number: W97000002179

We have received your document for INTERNATIONAL IMPEX, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 997A00004584

**ARTICLES OF INCORPORATION
OF**

EFFECTIVE DATE
1/23/97

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

ARTICLE I NAME

1.10. The name of the corporation shall be:

~~INTERNATIONAL IMPEX, INC.~~

INTERNATIONAL IMPEX AND INVESTMENT, INC.

ARTICLE II COMMENCEMENT AND DURATION

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

ARTICLE III PURPOSE

3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

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

382 5th Avenue South
Naples, Florida 34102

ARTICLE V CAPITAL STOCK

5.01. The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED (500) SHARES AT ONE DOLLAR (\$1.00) PAR VALUE
OF A SINGLE CLASS DESIGNATED AS COMMON STOCK.

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TALLAHASSEE, FLORIDA

ARTICLE VI BOARD OF DIRECTORS

6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03. The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

ARTICLE VII BYLAWS

7.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

7.02. The affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE VIII AMENDMENT

8.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE IX PREEMPTIVE RIGHTS

9.01. Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class, or series as that which he or she already holds at the price at which said stock is offered to other shareholders.

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

10.01. The name and address of the initial registered agent is:

GUDRUN R. TODD
382 FIFTH AVE. S.
NAPLES, FL. 34102

ARTICLE XI INDEMNIFICATION

11.01. The corporation shall indemnify any officer(s) or director(s), or any former officer(s) or Director(s), or any person exercising powers and duties as an officer or director of the corporation to the full extent permitted by law.

ARTICLE XII INCORPORATOR(S)

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

GUDRUN R. TODD
382 FIFTH AVE S.
NAPLES, FL. 34102

The undersigned incorporator has executed these Articles of Incorporation this JANUARY 22
1997


Signature: GUDRUN R. TODD

**CERTIFICATE OF DESIGNATION OF
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 ~~INTERNATIONAL INPEX, INC.~~
INTERNATIONAL INPEX AND INVESTMENT, INC.

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

GUDRUN R. TODD
(NAME)
382 FIFTH AVE. S.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)
NAPLES, FL. 34102
(CITY/STATE/ZIP)

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97 JAN 23 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

JANUARY 22, 1997
(DATE)