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TO: DIVISION OF CORPORATIONS

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NAME: SOUTHERN IMPORT & EXPORT CORP.
AUDIT NUMBER.....H97000003026
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 6
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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**ARTICLE OF INCORPORATION
OF
SOUTHERN IMPORT & EXPORT CORP.**

WE, the undersigned subscribers to these Article of Incorporation, each a natural person competent to contract, hereby associate ourselves together in order to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this corporation shall be: **SOUTHERN IMPORT & EXPORT CORP.**

Its mailing address is 10300 S.W. 72nd Street, Suite 158, Miami, Florida 33173.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation shall be authorized to conduct any business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCKS

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is **Malwei P.C. Chlou**, and his/her address is 10300 S.W. 72 Street, Suite 158, Miami, Florida 33173.

Prepared By:
Alexander G. Cubas, Esquire
10621 N. Kendall Drive, Ste. 208
Miami, Florida 33176
(305) 393-3553

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). the names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

Yee Wing Yu

10300 S.W. 72nd Street, Suite 158
Miami, Florida 33173

Maiwei P.C. Chiou

11452 S.W. 28th Terrace
Miami, Florida 33165

- (a) Members of the board of Directors shall be elected and shall hold office in accordance with the By-laws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

ARTICLE VIII - BYLAWS

The By-laws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X - INCORPORATORS

The name of the person signing these Articles is Maiwei P.C. Chiou and his/her address is 10300 S.W. 72nd Street, Suite 158, Miami, Florida 33173.

ARTICLE XI - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20th day of February, 1997.


MAIWEI P.C. CHIOU, Incorporator

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ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared MAIWEI P.C. CHIOU, personally known to me, or who produced the following identification DL # C000-673-55-300, to be the persons described herein as subscribers and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 20th day of February, 1997, in the City of Miami, County of Dade, in the State of Florida.



NOTARY PUBLIC, State of Florida.

My Commission Expires:



Alexander G. Cubao
My Commission CC873358
Expires JUL 29, 2000

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SOUTHERN IMPORT & EXPORT CORP.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE, AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES §607.034, THE FOLLOWING IS SUBMITTED:

FIRST—That **SOUTHERN IMPORT & EXPORT CORP.**, desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Article of Incorporation, in the City of Miami, County of Dade, State of Florida, has named **Maiwei P.C. Chiou**, whose address is 10300 S.W. 72nd Street, Suite 158, in the City of Miami, County of Dade, State of Florida, as its registered agent to accept services of process within the State of Florida.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATE THIS 20th DAY OF FEBRUARY, 1997.

by: 
MAIWEI P.C. CHIOU
Registered Agent

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TALLAHASSEE, FLORIDA