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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CHARLES IMPORT-EXPORT ENTERPRISES, INC.

AUDIT NUMBER.....H97000006438

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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STATE

ARTICLES OF INCORPORATION
OF
CHARLES IMPORT-EXPORT ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHARLES IMPORT-EXPORT ENTERPRISES, INC.

The address of the principal office of this corporation shall be 14520 NW 5th Avenue, Miami, FL 33168, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 11758 NW 7th Avenue, Miami, FL 33168, and the name of the initial registered agent of the corporation at that address is Scott E. Tillem.

Prepared By:

Scott E. Tillem
11758 NW 7th Avenue
Miami, FL 33168
(305)687-6141

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially, the name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Guy Charles
14520 NW 5th Avenue
Miami, FL 33168

President
Treasurer

Micheline Zizi
1120 NW 147th Street
Miami, FL 33168

Vice-Pres
Secretary

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ARTICLE VII. INCORPORATOR

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

Scott E. Tillem
11738 NW 7th Avenue
Miami, FL 33168

IN WITNESS WHEREOF, the undersigned has hereto set his hand on this

21st day of April, 1997.


SCOTT E. TILLEM

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT E. TILLEM
(REGISTERED AGENT)

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***CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.***

In pursuance of chapter 607.34 Florida Statutes, the following is submitted,
in compliance with said Act:

First-That **CHARLES IMPORT-EXPORT ENTERPRISES, INC.**

desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation at City of Miami, County of
Dade, State of Florida has named Scott E. Tillem located at 11758 NW 7th
Avenue, City of Miami, County of Dade, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate. I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

By


Signature
Registered Agent

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CLERK
TALLAHASSEE, FLORIDA

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