

**J. STYLES WILSON**

*Attorney At Law*

TAMPA BAY MARINA CENTER  
SUITE 400  
205 S. HOOVER ST.  
TAMPA, FLORIDA 33609

TELEPHONE  
(813) 286-2323  
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REPLY TO:  
P.O. BOX 17239  
TAMPA, FL 33688-7239

May 15, 1997

P 97 0000 44986

FILED  
MAY 19 AM 11:07  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400002183174--4  
-05/19/97--0113--013  
\*\*\*122.50 \*\*\*122.50

RE: Imperial Transport and Equipment of Fl., Inc.  
Incorporation

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation for filing.

Also enclosed is a check in the amount of \$122.50, in payment of your charge for filing and attendant fees.

Please file the Articles and furnish my with a copy under your seal.

Thank you in advance for your cooperation and assistance.

Sincerely,



J. Styles Wilson, Esquire

JSW/sc  
Enclosures (3)

F. CHAMBER

MAY 21 1997

ARTICLES OF INCORPORATION  
OF  
IMPERIAL TRANSPORT AND EQUIPMENT OF FL., INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this Corporation is  
IMPERIAL TRANSPORT AND EQUIPMENT OF FL., INC.  
205 S. HOOVER #400  
TAMPA, FL 33609

FILED  
97 MAY 19 2:11:07  
TALLAHASSEE, FLORIDA

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or business to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 7500 shares of capital of stock; all of which shares shall be common shares of the par value of \$1.00 per share

and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 205 S. Hoover St., Suite 400, Tampa, Florida and the name of the initial registered agent at that address is:

J. Styles Wilson, Esquire  
205 S. Hoover St., Suite 400  
Tampa, Fl 33609

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

J. Styles Wilson, Esquire  
205 S. Hoover St., Suite 400  
Tampa, Fl 33609

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be

deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

## ARTICLE VII

### INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1991 or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or

had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607-0834, Florida Statutes, (1991) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1991) would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose

or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE VIII

MISCELLANEOUS

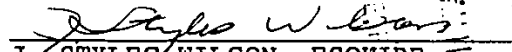
A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

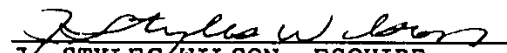
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of May 1997.

  
J. STYLES WILSON, ESQUIRE

FILED  
MAY 19 1997  
11:08

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of IMPERIAL TRANSPORT AND EQUIPMENT OF FL., INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. 848.091, relative to keeping the corporation's registered office open.

  
J. STYLES WILSON, ESQUIRE  
Registered Agent

P97000044987  
**ROBINSON AND MARKS, P.A.**

Counsellors and Attorneys at Law

1590 N.E. 162nd STREET • SUITE 200 • N. MIAMI BEACH, FLORIDA 33162

PAUL J. ROBINSON  
JONATHAN JAY MARKS

DADE: (305) 949-5880

FAX: (305) 949-7323

14th May 1997

State of Florida  
Department of State  
New Corporation Filing Division  
409 East Gaines  
Tallahassee, Florida 32399

300002183443--4  
-05/19/97--01133--016  
\*\*\*122.50 \*\*\*122.50

Re: **GLOBAL AMERICAN TRADING, INC.**

Dear Filing Officer:

Enclosed is an original and one copy of the Articles of Incorporation for **GLOBAL AMERICAN TRADING, INC.**, a new Florida for-profit corporation. Please file the original in your offices and return to this office one certified copy.

A check in the amount of \$122.50 covering the various fees in connection herewith is enclosed.

Very truly yours

PAUL J. ROBINSON, Esq.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 19 1997

enclosures as stated

5/21/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 16 AM 9:52

ARTICLES OF INCORPORATION  
OF  
GLOBAL AMERICAN TRADING, INC.

I, the undersigned incorporator, do hereby make, subscribe, execute, acknowledge, and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of this corporation will be:

GLOBAL AMERICAN TRADING, INC.

The principal office and business address is:

1590 NE 162nd Street, Suite 200, North Miami Beach, Florida 33162

ARTICLE II. PURPOSE AND POWERS

The general nature of the business and the objects and purposes to be transacted and carried on are, to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

### ARTICLE III. STOCK

The stock of this corporation will be divided into 1,000 shares of stock, at no par value per share. All said stock will be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose. Property, labor, or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

### ARTICLE IV. TERM

This corporation will have perpetual existence.

### ARTICLE V. DIRECTORS

The number of directors of this corporation will be not less than one nor more than three. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having

heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The initial Board shall consist of one (1) director and the name and address of the person who shall serve as director are:

Charles Akiba  
19291 NE 19th Place  
North Miami Beach, Florida 33179

#### **ARTICLE VI. OFFICERS**

The names and post office address of the President, Vice President, Secretary, and Treasurer (any and all of which offices may be held by the same person) who will hold office until the successors are either elected, appointed, or have qualified are:

ARTICLES OF INCORPORATION  
GLOBAL AMERICAN TRADING, INC.

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**President**

Charles Akiba  
19291 NE 19th Place  
North Miami Beach, Florida 33179

**Vice President**

Paul J. Robinson  
1590 NE 162nd Street, Suite 200  
North Miami Beach, Florida 33162

**Secretary**

Jonathon J. Marks  
1590 NE 162nd Street, Suite 200  
North Miami Beach, Florida 33162

**Treasurer**

Patrick R. Moyal  
82 N. University Drive  
Pembroke Pines, Florida 33024

**ARTICLE VII. INCORPORATOR**

The name and post office address of the incorporator making, subscribing, signing, executing, acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State are:

Paul J. Robinson  
1590 NE 162nd Street, Suite 200  
North Miami Beach, Florida 33162

**ARTICLE VIII. REGISTERED AGENT**

The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

ARTICLES OF INCORPORATION  
GLOBAL AMERICAN TRADING, INC.

Robinson and Marks, P.A.  
Jonathon J. Marks, Esq.  
1590 N.E. 162nd Street  
Suite 200  
North Miami Beach, Florida 33162

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this 14th day of May, 1997.

  
PAUL J. ROBINSON - Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

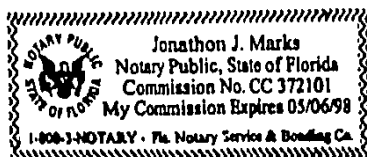
The foregoing instrument was acknowledged before me this 14th day of May, 1997, by PAUL J. ROBINSON, who is personally known to me.

My Commission expires:

(sign)

(print)

Notary Public, State of Florida at Large



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

Pursuant to the provisions of Chapter 607, Florida Statutes, the following is submitted:

**GLOBAL AMERICAN TRADING, INC.**, desiring to organize under the laws of the State of Florida, has named **ROBINSON AND MARKS, P.A.**, Jonathon J. Marks,, Esq., of 1590 N.E. 162nd Street, Suite 200, North Miami Beach, Florida 33162, as its Agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate of Incorporation, I hereby accept this appointment, agree to serve in this capacity and 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 Chapter 607, Florida Statutes.

  
\_\_\_\_\_  
JONATHON J. MARKS, Esq.  
for the Firm

Date: 5/14/97