

P97000045566 Bond Accounting & Tax, Inc.

133 N. State Road 7
Plantation, FL 33317
Phone: 584 - 7550 Fax: 584 - 7518

FILED
97 MAY 20 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 19, 1997

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

100002185681--9
-05/20/97--01093--011
****367.50 ****122.50

Re: B & C Import and Export, Inc. - Guiding Light Community Center - Omni Sales International, Inc.

Dear Sir or Madam:

Please process these new corporations and return them to us in the pre-paid Express Mail envelope which has been included in this package. Thank you in advance for your time and consideration in this matter.

Sincerely,

Harriet G. Bond

Harriet G. Bond

IN 5-22-97

CERTIFICATE OF INCORPORATION
OF

OMNI SALES INTERNATIONAL, INC.

FILED
97 MAY 20 AM 11:23
TALLAHASSEE
SECRETARY OF STATE

I, the undersigned, in order to form a corporation from the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Florida, do hereby certify as follows:

FIRST: The name of the corporation is:
OMNI SALES INTERNATIONAL INC.

SECOND: The registered office of the corporation and place of business is in the State of Florida is to be located at Seybold Bldg. 36 N.E. 1 st suite 823 in the City of Miami, County of Dade.

The name of the registered agent at that address is
Jerry Rivero

THIRD: The nature of the business, and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things therein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz

To do any lawful act or thing for which corporations may be organized under the General Corporation Law of the State of Florida.

FOURTH: The total number of shares which the corporation is authorized to issue is 1000 shares no par value.

FIFTH: The name and address of the incorporator is as follows:

Name
Harriet G. Bond

Address
133 North State Road 7
Plantation, Florida 33317

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the person(s) who is (are) to serve as Director(s) until the first annual meeting of stockholders or until their successors are elected and qualify is (are) as follows:

<u>Name</u>	<u>Address</u>
Jerry Rivero	Seybold Bldg. 36 N.E. 1st St. #823 Miami, Fl 33132

SEVENTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchises of this Corporation.

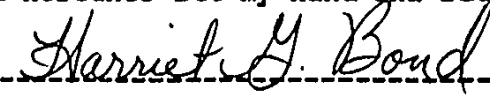
With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of the Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them, stockholder shall have any right of inspecting any account, or book, or document of this Corporation except as conferred by Law of the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by the resolution of the stockholders or directors, except as otherwise required by the laws of the State of Florida.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes, and powers.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of April, 1997.



Harriet G. Bond, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

97 MAY 20 11:11:23
FILED
TALLAHASSEE
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:
OMNI SALES INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

JERRY RIVERO

SEYBOLD BLDG. 36 N.E. 1 ST SUITE 823

MIAMI, FL 33132

Having been named as registered agent and to accept service or process for the above stated corporation at the place designated in this certificate. 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

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL