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5/29/97

FLORIDA DIVISION OF CORPORATIONS  
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97 MAY 29 AM  
TALLAHASSEE, FLORIDA

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EXPRESS MIAMI IMP. EXP., INC.  
AUDIT NUMBER.....H97000008804  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION  
EXPRESS MIAMI IMP.EXP.,INC**

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91 MAY 29 PM 2:09  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation shall be:  
**EXPRESS MIAMI IMP.EXP.,INC**

With the principal place of business located at:  
9052 SW 97<sup>TH</sup> AVENUE # 12-1  
MIAMI FL 33.156

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$1.00(one U.S. dollar) per share.

**ARTICLE IV**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**

**INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:  
9052 SW 97<sup>TH</sup> AVENUE # 12-1  
MIAMI FL 33.156

The Name of the initial REGISTERED AGENT of this Corporation is:  
**SARDIS CHAVES MONTEIRO JUNIOR**

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ  
RICARDO SANTIAGO SANCHEZ, ESQ., F.L.A. BAR # 835283  
141 NR 3<sup>RD</sup> AVE 9<sup>TH</sup> FLOOR, MIAMI, FL 33132(305) 373-6211

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - SARDIS CHAVES MONTEIRO JÚNIOR

ARTICLE VII  
INCORPORATOR

The name and address of the person signing this article is:  
SARDIS CHAVES MONTEIRO JÚNIOR  
9052 SW 97<sup>TH</sup> AVENUE # 12-1  
MIAMI FL 33.156

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

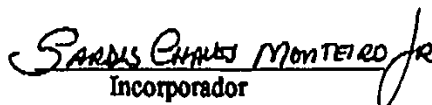
ARTICLE IX  
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X  
BYLAWS

The power to adopt, after, amend or repeal by-laws shall be vested in the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these  
Article of Incorporation this 27 DAY OF MAY OF 1997

  
Incorporador

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT EXPRESS MIAMI IMP.EXP.,INC  
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF  
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY  
OF DADE, STATE OF FLORIDA HAS APPOINTED:

SARDIS CHAVES MONTEIRO JÚNIOR

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

EXPRESS MIAMI IMP.EXP.,INC

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT  
FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 27 DAY OF MAY, 1997

SARDIS CHAVES MONTEIRO JR  
Registered Agent

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STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENTS IN STATE AND COUTY SET FORTH ABOVE,  
PERSONALLY APPEARED.

SARDIS CHAVES MONTEIRO JÚNIOR

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE  
ME THAT HE EXECUTED SAME.

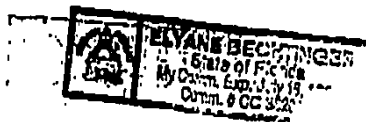
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND  
AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 27 DAY OF MAY, 1997

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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FILED  
97 MAY 29 PM 2:09  
TALLAHASSEE, FLORIDA

**SPECIFIC POWER OF ATTORNEY**

BE IT KNOWNLEDGED, THAT I, EXPRESS MIAMI IMP. EXP., INC. THE  
UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF  
ATTORNEY TO THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ, OF  
MIAMI, FL - AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO  
UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF:  
MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS  
LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS,  
CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN  
SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO  
CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT  
AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST  
INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF  
ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY  
BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER  
OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE  
AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF  
REVOCATION.

SIGNED UNDER SEAL THIS 27 DAY OF MAY, 1997

*SABRIS CHAVEZ MONTEIRO JR*

STATE OF FLORIDA  
COUNTY OF DADE

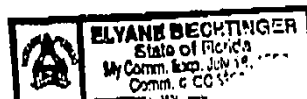
On / / before me, RICARDO SANTIAGO SANCHEZ, personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person  
whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they  
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the  
instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature

Notary Public



Affiant Known X Produced ID  
Type of ID \_\_\_\_\_

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