

Charter Number Only

**P9700048687**

**Hernandez & Assoc.**  
Requestor's Name  
**2409 W. Okeechobee**  
Address  
**Hialeah, FL 33**  
City State ZIP Phone  
**#831-5995**

ATION ONLY

400002199524--2  
-06/03/97--01018--026  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

**American Spice & trading corp.**

**Empire Toll Free: 1-800-437-3028**

RECEIVED  
97 JUN -3 AM 9:56  
DIVISION OF CORPORATION

97 JUN -3 PM 11:40  
SECRETARY OF STATE  
TALLAHASSEE FL 32304

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign                | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Dissolution            | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Certificate Under Seal |   |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies           |   |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> Mail                      |   |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

*[Signature]* 6/3

**CERTIFIED COPY**

**ARTICLES OF INCORPORATION  
OF  
AMERICAN SPICE & TRADING CORP.**

**FILED**  
97 JUN -3 PM 11:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for Profit.

**ARTICLE I**

The name of the Corporation shall be: AMERICAN SPICE & TRADING CORP.

**ARTICLE II**

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III**

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be 200 shares of Common Stock at U.S.\$ 10.00 each. All or any part of the Capital Stock may be paid either in lawful moneys of the United States of America, or in other Assets transferred to the Corporation at a true valuation as of the time of exchange for Stock.

**ARTICLE IV**

The amount of capital with which this Corporation shall begin to do business will not be less than U.S.\$ 2,000.00.

**ARTICLE V**

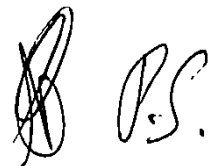
The Capital Stock of this Corporation may be issued pursuant to a plan under section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Provision of 1958. All of the Stocks and Securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

**ARTICLE VI**

This Corporation is to have perpetual existence.

THIS DOCUMENT PREPARED BY:  
AMY HERNANDEZ OF A. HERNANDEZ & ASSOCIATES CONSULTING INC.  
4000 WEST 11 LANE, HIALEAH, FLORIDA 33012 PHONE: (305) 821-5995

**PAGE 1**

Two handwritten signatures are present in the bottom right corner of the document. The first signature is a stylized, cursive 'A' followed by a dot. The second signature is a cursive 'P.S.' followed by a dot.

#### ARTICLE VI

The principal office address of this Corporation shall be:

746 SOUTH RAINBOW DRIVE  
HOLLYWOOD, FL. 33021

#### ARTICLE VII

The number of persons on the Board of Directors of the Corporation shall not be less than one. The names and post office addresses of the first Board of Directors, who being subject to the provisions of the Articles of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the Corporations existence, or until their successors are elected and shall be duly qualified are:

##### PRESIDENT

Thomas Paul Gonzalez  
746 South Rainbow Drive  
Hollywood, Fl. 33021

##### VICE-PRESIDENT & SECRETARY

Peter Selymossi  
901 Hillcrest Drive Bldg. 19 Apt. 410  
Hollywood, Fl. 33021

#### ARTICLE IX

The names and post office addresses of each subscriber to the Articles of Incorporation and the percentage of shares of common stock which they shall hold are:

##### 100 COMMON SHARES OF STOCK-50%

Thomas Paul Gonzalez  
746 South Rainbow Drive  
Hollywood, Fl. 33021

##### 100 COMMON SHARES OF STOCK-50%

Peter Selymossi  
901 Hillcrest Drive Bldg. 19 Apt. 410  
Hollywood, Fl. 33021

#### ARTICLE X

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholder's Meeting specifically called for that purpose by not less than a majority of the outstanding stock at such Stockholder's Meeting, exclusive of the stock to be sold. The Stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholder; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

#### ARTICLE XI

The Corporation shall have the further right and power to from time to time determine whether and to what extent, and at what time and place and under what conditions and regulations, the accounting books of this Corporation, other than the Stock Book, or any of them, shall be open to the inspection of the Stockholders, and no Stockholder shall have any right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the Stockholders or Board of Directors. The Corporation, in its by-laws, confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute. Both the Stockholders and Directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the Original Subscribers to the Capital Stock herein named for the purpose of forming a Corporation for Profit to do business within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated. Subscribed to in the City of Mialeah, County of Dade, State of Florida this 29<sup>th</sup> Day of May 1997.

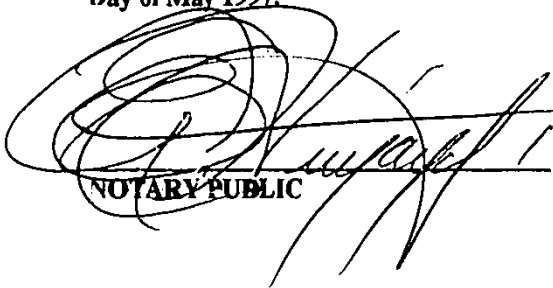
  
THOMAS PAUL GONZALEZ

  
PETER SOLYMOSI

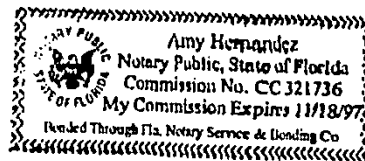
**STATE OF FLORIDA  
COUNTY OF DADE**

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared Mr. Thomas Paul Gonzalez and Peter Solymosi, to me well known to be the parties who after being duly sworn by me, depose and say that they executed and signed the above foregoing Articles of Incorporation for the purposes therein set forth.

Witness by hand and official seal at the City of Hialeah, County of Dade, State of Florida this 29<sup>th</sup>.  
Day of May 1997.



NOTARY PUBLIC



**MY COMMISSION EXPIRES**

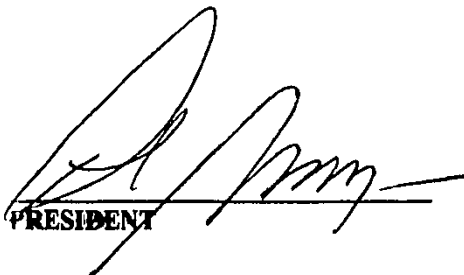
**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR SERVICES OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

That AMERICAN SPICE & TRADING CORP. Qualify to do business under the laws of the State of Florida, with its principal post office address at:

**746 SOUTH RAINBOW DRIVE  
HOLLYWOOD, FL. 33021**

and it has appointed AMY HERNANDEZ of 4000 West 11 Lane Hialeah, Florida 33012, as its Resident Agent to Accept Service of Process within this State.

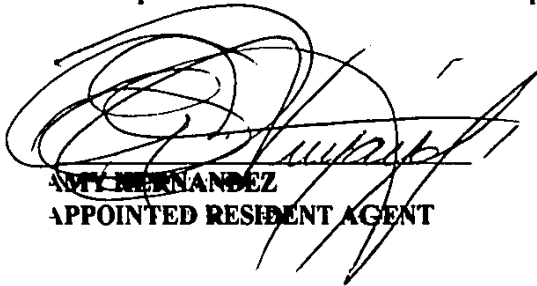


PRESIDENT

DATED: 5-30-97

### **ACKNOWLEDGMENT**

Having been named to Accept Service of Process for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
**ART HERNANDEZ**  
**APPOINTED RESIDENT AGENT**

DATED: \_\_\_\_\_

5/30/97

**FILED**

**97 JUN -3 PM 11:40**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**