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ADMITTED TO FLORIDA, NEW YORK,  
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JUN -3 PM 12:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

June 2, 1997

BY EXPRESS MAIL

EFFECTIVE DATE  
5-29-97

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

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-06/03/97--01108--008  
\*\*\*\*122.50 \*\*\*\*122.50

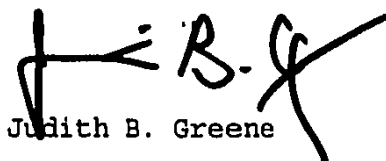
Re: Floppy Import and Export, Inc.

Dear Sir/Madam:

I enclose an original and two copies of the Articles of Incorporation of Floppy Import and Export, Inc., a Florida corporation. Please file the original Articles and return a certified copy to me in the enclosed self-addressed postage prepaid envelope. I enclose this firm's check for \$122.50 as payment.

Thank you for your assistance.

Very truly yours,

  
Judith B. Greene

JBG/Secretary of State Incorporation letter

P. CHIDDER

JUN 5 1997

## ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

### ARTICLE I

EFFECTIVE DATE  
5-29-97

Name

The name of the corporation shall be:

FLOPPY IMPORT AND EXPORT, INC.

### ARTICLE II

#### Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

### ARTICLE III

#### Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be one thousand (1,000) shares of common stock, with a par value of one dollar (\$1.00) per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or

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in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE IV

##### Existence of Corporation

In accordance of Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if they are filed with the Secretary of State within five (5) days after subscription and execution. If filed later, the existence of this corporation shall commence upon the filing of these Articles with the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

#### ARTICLE V

##### Principal Office

The principal place of business and mailing address of this corporation shall be 4611 South University Drive, Davie, Florida 33328.

## ARTICLE VI

### Initial Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8<sup>th</sup> Street, Suite 2550, Miami, Florida 33130, and the initial registered agent at such office shall be Judith B. Greene. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) or more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be

stockholders. The stockholders of this corporation may remove any director from office with or without cause.

#### ARTICLE VIII

##### Incorporators

The names and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James Mertz	2672 Gulfstream Lane Fort Lauderdale, FL 33312
Nancy Santiago	323-8 Ives Dairy Road Miami, FL 33179

#### ARTICLE IX

##### By-Laws

1. The power to adopt the by-laws of this corporation, to alter, to amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or

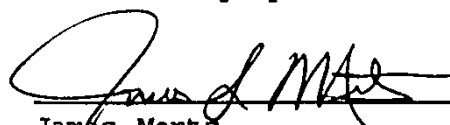
requirements for the management or conduct of the affairs or business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

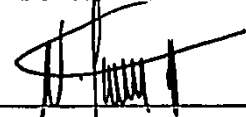
#### ARTICLE X

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.

  
James Mertz

  
Nancy Santiago

STATE OF FLORIDA )  
 )ss.:  
COUNTY OF DATE )

Sworn to and subscribed before me this 29 day of May,  
1997, by James Mertz.

  
Notary Public, State of Florida



My Commission Expires:

Personally Known JAMES MERTZ or Produced Identification TEXAS

Type of Identification Produced: #11959235

STATE OF FLORIDA )  
 )ss.:  
COUNTY OF DATE )

Sworn to and subscribed before me this 29<sup>th</sup> day of May,  
1997, by Nancy Santiago.



  
Notary Public, State of Florida

Michelle Vazquez

Print name:

My Commission Expires:

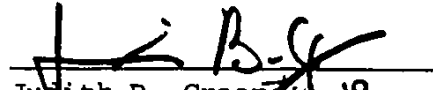
Personally Known \_\_\_\_\_ or Produced Identification ✓

Type of Identification Produced: Florida ID S532-620-69-8070

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Judith B. Greene, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 30<sup>th</sup> day of May, 1997

  
Judith B. Greene  
FILED  
97 JUN -3 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JBG/Floppy Articles of Incorporation/5/29/97