

PA 700053863

FLORIDA CORPORATION AND TRADING COMPANY
 Registered Office Name
 890 S.W. 8th Avenue, Suite 16
 Address
 MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only 800002215768--1
 -06/18/97--01062--004
 ***131.25 ***131.25

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- JERISHCO, INC. 800002215768--1
 (Corporation Name) (Document #) -06/18/97--01062--004
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 (Corporation Name) (Document #)

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 97 JUN 18 PM 1:31
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION

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Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

JERISHCO, INC.

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ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation is as follows:

JERISHCO, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

993 Baydrive, Suite 4
Miami Beach, Fl 33141

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

ARTICLE IV
PURPOSE OF CORPORATION AND
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the following business purposes: To purchase and sell merchandise in the US and abroad, to acquire and sell machinery for transportation and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE V
CAPITAL STOCK OF CORPORATION

This corporation is authorized to issue FIVE HUNDRED (500) of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the board of Directors.

ARTICLE VI
PREEMPTIVE RIGHTS

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

ARTICLE VII
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The name of the initial registered agent of this corporation is Martine Aurelus, and the street address of the initial registered office is:

993 Baydrive, Suite 4
Miami Beach, Florida 33141.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than seven directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>
Robert Jacques Aurelus	993 Baydrive, Suite 4 Miami Beach, Florida 33141.
Loubet Vernet	10555 NW 2nd Court Miami, Florida 33150
Martine Aurelus	993 Baydrive, Suite 4 Miami Beach, Florida 33141.

ARTICLE IX
INCORPORATOR(S)

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

<u>INCORPORATORS' NAMES</u>	<u>POST OFFICE ADDRESS</u>
Robert Jacques Aurelus	993 Baydrive, Suite 4 Miami Beach, Florida 33141.
Loubet Vernet	10555 NW 2nd Court Miami, Florida 33150

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

ARTICLE XI
AMENDMENT

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form or substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

ARTICLE XII
POWER TO FORM PARTNERSHIP

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

ARTICLE XIII
INSPECTION

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the

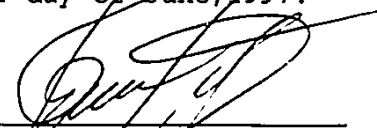
Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

ARTICLE XIV
ATTESTATION

IN WITNESS THEREOF, the undersigned Incorporators make and file these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporators do attest that the above facts and statements are truly and correctly stated on this 6th day of June, 1997.



Robert Jacques Aurelus
INCORPORATOR

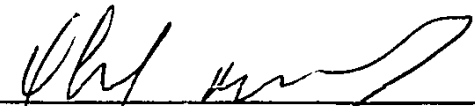


Loubet Vernet
INCORPORATOR

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared Robert Jacques Aurelus and Loubet Vernet, personally known by me as the persons described in the above Articles of Incorporation as the Incorporators, and They acknowledged before me that They executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, county of Dade, State of Florida, this 6th day of June 6, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission expires:



OBED DORCEUS
MY COMMISSION # CC418188 EXPIRES
November 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

In accordance with chapter 48.091, Florida Statutes
JERISHCO, INC. hereby designates Martine Aurelus
of Miami, Florida, as the Registered Agent of said Corporation to
accept service of process within the State of Florida.

By: _____


Zoubet Almet
President

The person whose signature appears below accepts the above
designation as Registered Agent for JERISHCO, INC., a Florida
Corporation, for service of process within the State of Florida,
and agrees to comply with the provisions of the law which apply
to said designation of Registered Agent.


Martine Aurelus
993 Baydrive, Suite 4
Miami Beach, Florida 33141.

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