

P97000055038

Miami Beach June 20 , 1997

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines St.
Tallahassee , FL 32399

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-06/20/97--01064--015
****131.25 ****131.25

SUBJECT: EXPORT AND DISTRIBUTION , INC.

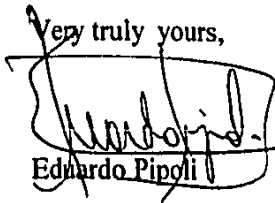
Enclosed is an original and two (2) copies of the Articles of Incorporation , your reservation letter number 297A00022756 and a check for \$ 131.25 Filing fee, Certified Copy & Certificate.

EFFECTIVE DATE
6-21-97

FROM: EDUARDO PIPOLI
353 W 47th Street - Suite 5-A
Miami Beach , FL 33140-3104
(305) 673-2935

Thank you for your attention.

Very truly yours,


Eduardo Pipoli

FILED
97 JUN 20 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1997

EDUARDO PIPOLI
353 W. 47TH ST.
APT. 5A
MIAMI BEACH, FL 33140

The name EXPORT AND DISTRIBUTION, INC. has been reserved for 120 days beginning May 1, 1997. The reservation number is R97000002092 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 297A00022756

ARTICLES OF INCORPORATION
OF
EXPORT AND DISTRIBUTION, INC.

FILED
97 JUN 20 PM 2: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME . EFFECTIVE DATE
6-21-97

The name of the corporation shall be : EXPORT AND DISTRIBUTION, INC.

ARTICLE II PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be : 353 W. 47th Street - Suite 5-A , Miami Beach , FL 33140-3104.

The Board of Directors may , from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE III PURPOSE OF THE CORPORATION

The general nature of the business to be transacted by this corporation is:

- 1.- To provide services and act as purchasing agents for corporations or individuals in the United States and all the countries of the world.
- 2.- To export and import goods, wares, parts, machinery, vehicles , produce, products and merchandise of any class .
- 3.- To represent corporations and distribute their products in the United States and other countries .
- 4.- To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods , wares , merchandise , real and personal property and services of every class.

5.- To conduct business in one or more offices , hold, mortgage, sell ,convey , lease or otherwise dispose of real and personal property including franchises , patents , copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

6.- To contract debts and borrow money , issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

7.- To purchase the corporate assets of any other corporation and engage in the same or other character of business.

8.- To guarantee , endorse , purchase , hold , sell , transfer , mortgage , pledge or otherwise acquire or dispose of the share of the capital stock of , or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all right to vote such stock.

9.- To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

10.- To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be 1,000 shares of common stock, each having \$ 1.00 par value, all of which shall be of the same class and have the same distinguishing characteristics.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the Directors. The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are : Eduardo Pipoli at : 353 W 47th Street Suite 5-A , Miami Beach , Florida 33140-3104.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Eduardo Pipoli at : 353 W 47th Street Suite 5-A , Miami Beach , Florida 33140.

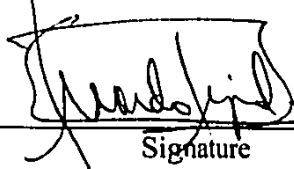
ARTICLE VII EFFECTIVE DATE

The effective date shall be : June 21 , 1997 .

In witness whereof , the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, that the statements made in the forgoing Articles of Incorporation are true.

Date: June / 19 / 1997

Name of Incorporator: *Eduardo Pipoli*


Signature

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

FILED
97 JUN 20 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's registered agent and registered office is:

Name: EDUARDO PIPOLI

Street address: 353 W 47th Street - Suite 5-A
Miami Beach - FL 33140-3104

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

Date: June 19, 1997


Signature of registered agent