

P97000065277

7/22/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000011932 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: C & M IMPORT/EXPORT CORPORATION

AUDIT NUMBER.....H97000011932

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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97 JUL 20 10:02
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904)922-3709

(904)922-3709
07/23/97 07:50 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1997

FAS-T CORP. AGENTS

SUBJECT: C & M IMPORT/EXPORT CORPORATION
REF: W97000016922

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

CONFLICTS WITH P94000067401, C & M IMPORT AND EXPORT, CORP. FILED 09/09/94.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H97000011932
Letter Number: 797A00037240

H97000011932

97 JUL 29 AM 10:02
FILED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

C & M IMPORT/EXPORT INTERNATIONAL CORPORATION

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and the statute of the State of Florida providing the formation, rights, privileges, immunities and liabilities of Incorporating for profit, it is:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

C & M IMPORT/EXPORT INTERNATIONAL CORPORATION

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, and which common stock shall have a par value of \$ 1.00 per share. All stock to be issued as fully paid and exempt from assessment.

Prepared by: Biz Tech Corp
8340 NW 103 St.
Hialeah, FL 33016
(305) 823-1771

H97000011932

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the officer of the corporation so named in Article VII herein.
The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than five hundred (\$1,000.00) dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and principal offices of the corporation in the State of Florida shall be: 5259 NW 184 Lane, Miami, Florida 33055

The Board of Directors may from time to time move the principal offices to any other address within the State of Florida.

The Registered Agent is: Carlos M. Odicio
Address: 5259 NW 184 Lane
Miami, Florida 33055

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent to the doing of any act and such consent in writing shall have the same force and effects as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Carlos M. Odicio	President	5259 NW 184 Lane Miami, FL 33055
Marco A. Lopez	Vice-President	5259 NW 184 Lane Miami, FL 33055

ARTICLE X

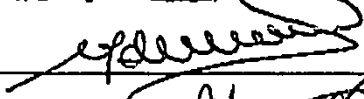
The name and post office addresses of the Subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

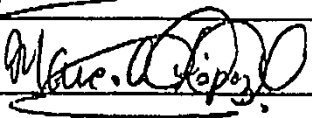
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Carlos M. Odicio	5259 NW 184 Lane Miami, FL 33055	500	\$500.00
Marco A. Lopez	5259 NW 184 Lane Miami, FL 33016	500	\$500.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code, in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this
17th day of July, 1997.





(SEAL)
(SEAL)

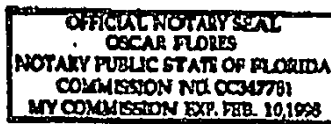
STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day personally appeared before me, an officer duly authorized to take acknowledgments and administer oaths in the State of Florida, Carlos M. Odicio, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: My hand and official seal this 17th day of July, 1997, at Miami, County of: Dade, State of Florida.





Oscar Flores
Notary Public, State of Florida at large
My Commission expires: February 10th, 1998

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97 JUL 29 11:10:02

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: C & M Import/Export INTERNATIONAL CORPORATION
2. The name and address of the registered agent and office is:
Carlos M. Odicio
5259 NW 184 Lane
Miami, Florida 33055

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida statutes.

SIGNATURE

DATE

[Signature]
July 21st, 1997

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ACCOUNT NO. : 072100000032

REFERENCE : 473814 8797A

AUTHORIZATION :

COST LIMIT : \$ 70000

ORDER DATE : July 24, 1997

ORDER TIME : 3:24 PM

ORDER NO. : 473814-005

500002250025--5

CUSTOMER NO: 8797A

CUSTOMER: J. T. Schrotel, Esq
J. T. SCHROTEL, ESQ

Legal Clinic Of Tampa Bay
412 Madison Street, Suite 1112
Tampa, FL 33602

DOMESTIC FILING

NAME: ENTHUSIASM INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

SN JUL 29 1997

ARTICLES OF INCORPORATION
OF
ENTHUSIASM INTERNATIONAL, INC.

FILED
JUL 23 AM 9:50
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ENTHUSIASM INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 11910 Ditz Drive, Tampa, Florida 33626, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11910 Ditz Drive, Tampa Florida 33626, and the name of the initial registered agent of the corporation at that address is Jeffery C. Fabrizio.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Jeffery C. Fabrizio	11910 Ditz Drive
Dir./Pres./Sec./Treas.	Tampa, Florida 33626

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on July 28, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

DWL

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

Enthusiasm International, Inc.

does hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: 

Registered Agent

FILED
JAN 10 1968
TALLAHASSEE, FLORIDA