

PC97000073802

ALEJANDRO LAGO
19300 N.W. 87th Place
Miami, Florida 33018

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 6, 1997

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

Interw. DON & L
RE: ANDREW'S CORP.
Articles of Incorporation

500002265085--2
-08/12/97--01090--001
*****78.75 *****78.75

Dear Sir/Mom:

Enclosed please find the following documents in connection with the above-referenced Corporation:

1. Original and copy of Articles of Incorporation of Andrew's, Corp.
2. Certificate of Designation of Registered Agent and Registered Office.
3. Filing fees in the amount of \$78.75, check No. 1073, covering articles of incorporation and certificate of status.

Please file these accordingly, and return a stamped copy of these documents to C/O: Jorge E. Oyarce, 199 S.W. 12th Avenue, # 11, Miami, Florida 33130-1056, Telephone: (305) 324-4949, * Facsimile: (305) 324-4959, in the pre-stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

Alejandro Lago

ALEJANDRO LAGO

*WPT-18698
GA 8/13/97*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

ALEJANDRO LAGO
19300 NW 87TH PLACE
MIAMI, FL 33018

SUBJECT: ANDREW'S CORP.
Ref. Number: W97000018698

We have received your document for ANDREW'S CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 397A00041017

ARTICLES OF INCORPORATION

OF

ANDREWS INTERNATIONAL, CORP.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, does hereby accept all the rights, privileges, benefits and obligations conferred and imposed by the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: Andrews International, Corp. Its business shall be carried on in Dade County, State of Florida and at such other Counties or places in the State of Florida and in the United States of America, and in foreign countries, as may from time to time be authorized by the Board of Directors. Its principal office shall be located at: 19300 N.W. 87th Place, Miami, Florida 33018.

ARTICLE TWO

NATURE OF THE BUSINESS

The general nature of the business or businesses to be transacted are as follows:

- A.- To engage in any business or businesses and to execute any and/or all the powers authorized and permitted by virtue of the Corporate Law of the State of Florida and of all other states, districts, territories, commonwealth, countries or colonies.
- B.- To establish, conduct, operate and maintain a business entity dealing with any and all professional, semiprofessional, business, technical, trade, commercial, financial, for profit, for non-profit, to buy and sales retail and wholesales and other subjects pertaining or relating thereto, without any limitation whatsoever.
- C.- To import, export, 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 with publications, recordings, supplies, materials, merchandise, real and personal property, and services of every class, kind and description.

- D.- To conduct business in, have one or more offices in, and buy, hold mortgages, 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, districts, territories, commonwealth, countries or colonies.
- E.- To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- F.- To purchase or sell the corporate assets of any other corporation and engage in the same or other character of business.
- G.- To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the capital stock, scripts, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons public or private, or by any foreign government, or by any state, city, municipality, county, territory, commonwealth, province, or other political subdivision or by any government agency, and as owners thereof to possess and exercise all rights to execute consent and vote thereon and to do any and all acts and things advisable for the preservation, protection, improvement and enhancement of value thereof.
- H.- To carry on any other business in the United States of America, or in any other foreign country, territory, commonwealth or political subdivision, and to have and exercise all the powers conferred by the laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do.
- I.- In general, to become a holding company and to establish one or more office branches, subsidiaries, representatives, inter-company relationships, conglomerates anywhere in the world.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR

PURPOSE

This corporation is organized as a corporation for profit, generally engaged in the business fields of Import and Export, Apparel & Accessories such as clothings men's & boys', family clothing, durable goods including light & heavy duty machineries equipment, wood, metals, electronic equipment, videos & audio systems and supplies, Apparel & Accessories and other lawful business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE FIVE

NUMBER OF DIRECTORS

The stockholder of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall never has less than one Director.

ARTICLE SIX

DESIGNATED CAPITAL STOCK

This corporation is authorized to issue one class of stock, as follows:

- A.- Designation: The of this corporation shall be known as common stock.
- B.- Authorized: The maximum number of common stock that this corporation may issue is 1000 shares.
- C.- Par Value: Each share of common stock shall have the par value of US\$1.00.- (One dollar).
- D.- Consideration: Shares of common stock may be issued in exchange for cash, real property, labor of services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors, as to the value of any such consideration, shall be conclusive.
- E.- Non-assessability: Each share of common stock shall be issued in exchange for consideration which is at last equal to the par value thereof, and shall be fully paid and non assessable.

- F.- Cumulative voting: no holder of common stock shall be entitled to any right of cumulative voting.
- G.- Dividends: Record holders of common stock are entitled to receive their prorate shares of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H.- Liquidation right: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive the prorate share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SEVEN

SPECIAL VOTING PROVISIONS

The occurrences enumerated in these articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's common stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1.- For the amendment of the Articles of Incorporation:

Minimum required percentage: 75%
- 2.- For the sale, lease or exchange of all this corporation's property an assets or any property or assets of this corporation:

Minimum required percentage: 75%
- 3.- For the merger or consolidation of this corporation into or with any other corporation:

Minimum required percentage: 75%
- 4.- For the voluntary dissolution of this corporation:

Minimum required percentage: 75%

ARTICLE EIGHT

PRE-EMPTIVE RIGHT

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have pre-emptive right to purchase its prorated share thereof, (as nearly as may be done without the issue of fractional shares), at the price at which it is offered to others.

ARTICLE NINE

AMENDMENTS

Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation, any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE ELEVEN

INITIAL BOARD OF DIRECTORS AND INITIAL PRINCIPAL ADDRESSES

This corporation shall have two initial directors. The number of directors may be either increased or diminished from time to time as stated herein before in Article Five. The name and address of the initial director of this corporation is as follows:

PRESIDENT: Miguel Angel KIRCOS
19300 N.W. 87th Place
Miami, Florida 33018

VICE-PRESIDENT: Ana Maria KIRCOS
19300 N.W. 87th Place
Miami, Florida 33018

SECRETARY: Alejandro LAGO
781 West 80th Street
Hialeah, Florida 33014

TREASURER: Miguel Angel KIRCOS
19300 N.W. 87th Place
Miami, Florida 33018

ARTICLE TWELVE

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is: 19300 N.W. 87th Place, Miami, Florida 33018.
The name of the initial registered agent of this corporation at the above address is: Alejandro Lago.

ARTICLE THIRTEEN

INITIAL SUBSCRIBERS-STOCKHOLDERS AND ADDRESSES

The name and postal address of each subscriber-stockholder to these Articles of Incorporation are as follows:

NAMES	ADDRESS	PERCENTAGE OF SHARES
Miguel Angel Kircos	19300 N.W. 87th Place Miami, Florida 33131	45%
Ana Maria Kircos	19300 N.W. 87th Place Miami, Florida 33018	45%
Alejandro Lago	781 West 80th Street Hialeah, Florida 33014	10%

IN WITNESS WHEREOF, the party to these Articles of Incorporation has hereunto set his hand and seal this 15th day of August, 1997.

/s/ 
Miguel Angel Kircos, President-Incorporator

/s/ 
Ana Maria Kircos, Vice-president

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

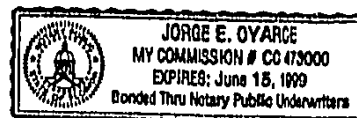
I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized in the State of Florida at large, personally appeared: Miguel Angel Kircos, Ana Maria Kircos and Alejandro Lago to me known to be the persons described as subscriber-incorporator and who executed and subscribed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I set hand and official seal in the County and State named above, this 15th day of August, 1997.


NOTARY PUBLIC, State of
Florida at Large.

Seal)

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS AND DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

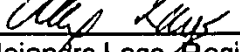
IN PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS IF THEM STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATED THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: ANDREWS INTERNATIONAL, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ALEJANDRO LAGO LOCATED AT 19300 N.W. 87TH PLACE, CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE .

ACKNOWLEDGMENT:

Having been named as 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.

Dated this 15th days of August, in the city of Miami, County of Dade, State of Florida.

By: 
Alejandro Lago, Registered Agent