

8/27/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: THE NEW HERBER INTERNATIONAL IMPORT & EXPORT  
AUDIT NUMBER.....H97000014205  
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**ARTICLES OF INCORPORATION  
FOR  
THE NEW HERBER INTERNATIONAL IMPORT & EXPORT, INC.**

**ARTICLE ONE  
NAME**

The name of this Corporation shall be: THE NEW HERBER INTERNATIONAL IMPORT & EXPORT, INC.

**ARTICLE TWO  
NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**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: August 27, 1997.

**ARTICLE FOUR  
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE  
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The stockholders 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 at all times have a minimum of one (1) Director.

This document prepared by:  
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**ARTICLE SIX**  
**CLASSES OF DIRECTORS**

The Bylaws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

**ARTICLE SEVEN**  
**AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE EIGHT**  
**CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 100.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$1.00.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or 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 least equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.

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(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

**ARTICLE NINE**  
**PRINCIPAL OFFICES OF CORPORATION**

The principal offices of the corporation shall be 12256 S.W. 131 Avenue, Miami, Florida 33186.

**ARTICLE TEN**  
**REGISTERED OFFICE AND REGISTERED AGENT**

<u>NAME</u>	<u>ADDRESS</u>
Hermínio Baccinelli	12256 S.W. 131 Avenue, Miami, Florida 33186

I HEREBY AGREE to act as Registered Agent for THE NEW HERBER INTERNATIONAL IMPORT & EXPORT, INC., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

  
Hermínio Baccinelli  
(Registered Agent)

**SOLE SUBSCRIBER AND INITIAL  
DIRECTOR**

The undersigned individuals, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

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MARGARITA BACCINELLI

12256 S.W. 131 Avenue  
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: August 27, 1997

M. Baccinelli  
Margarita Baccinelli

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