

P970000087459

10/09/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:52 PM

((H97000016826 4))

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: PARAGON IMPORT & EXPORT, INC.  
AUDIT NUMBER.....H97000016826

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

CERT. OF STATUS..1

PAGES..... 5 (6)

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -9 AM 7:56

RP  
10-10-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -9 AM 7:56

ARTICLES OF INCORPORATION

OF

PARAGON IMPORT & EXPORT, INC.

ARTICLE I-NAME

The name of this Corporation is PARAGON IMPORT & EXPORT, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value, common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each 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 is offered to others.

Prepared By: EDUARDO R. GUERRERO  
255 Alhambra Circle, Suite 420  
Coral Gables, Fl. 33134  
(305) 446-4577

**ARTICLE VII-INITIAL REGISTERED OFFICE  
AND AGENT AND BUSINESS ADDRESS**

The street address of the initial registered office and business address of this corporation is: 1840 West 49th Street, Suite 514, Hialeah, Florida 33012. The name of the initial registered agent of this corporation at that address is: **AUSBERTO B. HIDALGO.**

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) director initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial director of this corporation is:

**AUSBERTO B. HIDALGO**

1840 West 49th St., #514  
Hialeah, Florida 33012

**ARTICLE IX-INCORPORATORS AND SUBSCRIBERS**

The name and address of the person signing these Articles is:

**AUSBERTO B. HIDALGO**

1840 West 49th St., #514  
Hialeah, Florida 33012

**ARTICLE X-BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name.

**AUSBERTO B. HIDALGO . . . . . 100 Shares**

Shares held by the initial shareholders listed above or any subsequent shareholders may not be

resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among the shareholder and this corporation.

#### ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholder may be called by the Board of Directors.

#### ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

#### ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

H97000016826

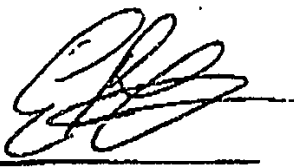
Incorporation this 9<sup>th</sup> day of October, 1997.

  
AUSBERTO B. HIDALGO

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgement, personally appeared AUSBERTO B. HIDALGO, to me personally known to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State  
last aforesaid on this 9<sup>th</sup> day of October, 1997.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:  
10/25/2000

NOTARY PUBLIC - STATE OF FLORIDA  
EDUARDO R. GUERRERO  
COMMISSION # 00501770  
EXPIRES 10-25-2000  
BONDED THROUGH ASA 1-800-NOTARY-1

H97000016826

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That PARAGON IMPORT & EXPORT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at The City of Hialeah, County of Dade, State of Florida has named AUSBERTO B. HIDALGO, whose address is 1840 West 49th Street, Suite 514, Hialeah, Florida 33012, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:** (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: *Ausberto Hidalgo*  
AUSBERTO B. HIDALGO  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -9 AM 7:56