

P970000088268

LAW OFFICES
BERNSTEIN & BERGER, P.A.

SUITE 1707 NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132

JEFFREY A. BERNSTEIN
DAVID S. BERGER

TELEPHONE 371-4555
AREA CODE 305
FAX 374-1789

October 9, 1997

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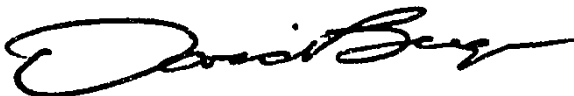
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Client: Julio CUADRO
Corporation: P & G Import-Export Corporation

Enclosed please find the original and one copy of the Articles of Incorporation of P & G IMPORT-EXPORT CORPORATION together with a check in the amount of \$122.50. Please file the articles and return a certified copy of the same to this office.

Thank you for your kind assistance.

Very truly yours,



David S. Berger

DSB/dd
Enclosures: As indicated

FILED
97 OCT 13 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-03-97

J. Nadeau OCT 13 1997

**ARTICLES OF INCORPORATION
OF
P & G IMPORT-EXPORT CORPORATION**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, as set forth in Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is **P & G IMPORT-EXPORT CORPORATION.**

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purpose

This corporation is organized for the purpose of engaging in and transacting any and all lawful business.

EFFECTIVE DATE

11-03-97

ARTICLE IV.

Capital Stock

This corporation is authorized to issue 100 shares of FIVE DOLLARS (\$5.00) par value common stock.

ARTICLE V.

Initial Registered Office and Agent - Principal Office

The street address of the initial registered office of this corporation is 100 N. Biscayne Boulevard, Suite 1707, Miami, FL 33132 and the name of the initial registered agent of this corporation at that address is David S. Berger. The initial Principal office shall also be located at 100 N. Biscayne Boulevard, Suite 1707, Miami, FL 33132.

ARTICLE VI.

Directors

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name, address and corporate title of the initial Director of this corporation is:

Julio Cesar CUADRO
President/Director

Mailing Address
c/o Bernstein & Berger
100 North Biscayne Blvd.
Suite 1707
Miami, FL 33132

ARTICLE VII.

Incorporator

The name and address of the person signing these Articles is:
David S. Berger, as Incorporator, 100 North Biscayne Blvd., Suite
1707, Miami, Florida 33132.

ARTICLE VIII.

Powers

This corporation shall have all of the corporate powers
enumerated in the Florida General Corporation Act.

ARTICLE IX.

Meetings by Conference Telephone

Members of the Board of Directors may participate in Meetings
of the Board of Directors by means of conference telephone as
provided by law.

ARTICLE X.

Beginning of Corporate Existence

The date when corporate existence shall begin shall be


NOVEMBER 3, 1997.


David S. Berger, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **David S. Berger**, known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of October, 1997.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:



**CERTIFICATE DESIGNATING CHANGE OF 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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that, **P & G IMPORT-EXPORT CORPORATION**, is qualified to do business under the laws of the State of Florida with its principal office at Miami, County of Dade, State of Florida, has appointed **DAVID S. BERGER**, 100 N. Biscayne Blvd., Suite 1707, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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:



David S. Berger
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-03-97