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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: M & H PRODUCTS EXPORT AND IMPORT, INC.

AUDIT NUMBER.....H97000017919

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M & H PRODUCTS EXPORT AND IMPORT, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:  
M & H PRODUCTS EXPORT AND IMPORT, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of distribution of general merchandise as well as import and export, wholesale and retail, etc. and all other lawful activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 2141 S.W. 24th Terrace, Miami, Fla. 33145.

Prepared By:  
Jose C. Jimenez of  
Jimenez And Associates, P.A.  
454 N.W. 22nd Ave., Suite 209  
Miami, Florida 33125, Tel. 541-4714

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#### ARTICLE VII

The name and address of the initial Registered Office of —  
this corporation in the State of Florida is:

Milton Hernandez  
2141 S.W. 24th Terrace  
Miami, Florida 33145

#### ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors. The number of Directors, no less than one, no more than five and shall be fixed by resolution of the ---- stockholders at regular or special meetings, subject to the manner of holding such meetings prescribed by the by-laws.

#### ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as ---- follows:

NAME	OFFICE	ADDRESS
Milton Hernandez	President and Secretary	2141 S.W. 24th Terrace Miami, Florida 33145

#### ARTICLE X

Distribution to incorporators is as follows:

Milton Hernandez	500 Shares	\$ 500.00 Value
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#### ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this corporation, owned by him first offer -- such stock to the remaining stockholders of this corporation and obtaining their refusal to purchase same, proceed to sell at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and -- additional powers now conferred upon it by the laws and the -- by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 15th Day of October 1997.


  
Milton Hernandez - Incorporator

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

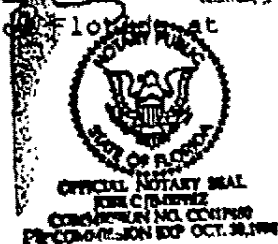
Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --  
MILTON HERNANDEZ -----

who after first being duly sworn, executed the foregoing --  
ARTICLES OF INCORPORATION, freely and voluntarily for the --  
purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official --  
seal at Miami, said County and State, this 15th Day of -----  
October 1997.

  
NOTARY PUBLIC, State of Florida at  
large.

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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.

The name of the Corporation is M & H PRODUCTS EXPORT AND  
IMPORT, INC.


The name and address of the Registered Agent and office is  
Milton Hernandez, 2141 S.W. 24th Terrace, Miami, Florida  
33145.

  
\_\_\_\_\_  
Corporate Officer

Title: President

Dated: October 15, 1997.

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

  
\_\_\_\_\_  
Milton Hernandez, Registered Agent  
accepting office.

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