

P97000095003

CDK IMPORT & EXPORT, INC.
2501 W. 80th Street
Hialeah, Florida 33016

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 NOV -5 PM 3:14

November 03, 1997

Florida Department of State
Division of Corporation
Attention: New Filings Division
P.O. Box 6327
Tallahassee, Florida 32314

800002338768--3
-11/05/97-01063-003
*****78.75 *****78.75

RE: New Filing CDK IMPORT & EXPORT, INC.

Dear Representative (s):


Enclosed please find the original Articles of Incorporation for CDK IMPORT & EXPORT, INC., a newly formed Florida Corporation, along with a check for \$78.75 for the following:

\$ 70.00 Filing fee
\$ 8.75 Certificate of Status
\$78.75 TOTAL ENCLOSED

Please process expeditiously. For additional information, please feel free to contact me at (305) 576-5551 during business hours.

Thanks in advance for your assistance.

Very truly yours,


Dean A. Dalcy

RP
11-5-97

ARTICLES OF INCORPORATION
OF
C.D.K IMPORT & EXPORT, INC.

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is : C.D.K IMPORT & EXPORT, INC.
The address of the corporation is 2501 W. 80th Street Hialeah,
Florida, 33016.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. To provide import and export services.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

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ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - STATUS

This corporation elects regular corporation status according to applicable State and Federal Laws.

ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2501 West 80th Street, Florida, 33016 the name of the initial registered agent of this corporation is Peter McCarthy.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation are: Peter McCarthy, President, P.O. Box 820233, South Florida, Florida, 33082.

Dallas D'Oliiveria, Vice President, 2301 Northwest 161st Terrace, Pembroke Pines Florida 33028.

ARTICLE XI - INCORPORATOR

The names and addresses of the persons signing these articles are: Peter McCarthy P.O. Box 820233 South Florida, Florida 33082.

ARTICLE XII - INITIAL OFFICER

The names and post office addresses of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT:

Peter McCarthy, P.O. Box 820233, South Florida, Florida 33082.

VICE-PRESIDENT:

Dallas D'Oliveria 2301 Northwest 161st Terrace, Pembroke Pines,
Florida 33028

All of said Directors ~~are of full age~~ and residents of the United States.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify ~~any~~ officer or officers or any former officer or director, to the ~~fullest~~ extent permitted by law either now existing or ~~hereinafter enacted~~.

ARTICLE - XIV

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the ~~fact that~~ any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be ~~pecuniarily~~ or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is ~~so~~ interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a

director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

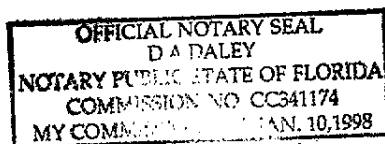
ARTICLE - XV

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

Peter McLarthy
INCORPORATOR

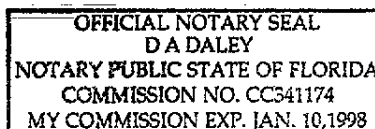
STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Incorporation of C.D.K IMPORT & EXPORT INC., were acknowledged before me this 29th day of OCTOBER 1997, by Peter McLarthy as incorporator, and is personally known to me.



D.A. Daley

My commission expires _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for: C.D.K IMPORT & EXPORT INC., the place designated in the Articles of Incorporation, Peter McClarty agree to act in this capacity, and agree to comply with the provisions relative to keeping open such office.

Date: October 29, 1997



Peter McCarthy

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