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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT FAX #: (305)541-3770  
PHONE: (305)541-3694

NAME: X-IMPOORT MANASSEVITS, INC.  
AUDIT NUMBER.....H98000000386  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1998

EMPIRE

SUBJECT: X-IMPORT MANASSEVITZ, INC.  
REF: W98000000448

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

X-IMPORT MANASSEVITZ, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

X-IMPORT MANASSEVITZ, INC.

ARTICLE II

The general nature of the business to be transacted shall be exporting and importing and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

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GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of three (3) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at: GERARDO MANASSEVITZ President  
Avenida Francisco De Miranda  
Edificio Humbolt, Piso 1, Office 3  
Caracas, Venezuela

Residing at: NATHALY MANASSEVITZ Vice-President  
1050 - 93rd St., Apt. 5-F  
Bay Harbor, FL 33154

Residing at: CESAR A. GUILLEN  
1050 - 93rd St., Apt. 5-F  
Bay Harbor, FL 33154

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be CESAR A. GUILLEN and the registered agent's office of this corporation shall be 1111 Kane Concourse, #504-B, Miami Beach, FL 33154.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of

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Directors shall be 1111 Kane Concourse, #504-B, Miami Beach, FL 33154 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
GERARDO MANASSEVITZ	Avenida Francisco De Miranda Edificio Humbolt, Piso 1, Office 3 Caracas, Venezuela	40
KATHALY MANASSEVITZ	1050 - 93rd St., Apt. 5-F Bay Harbor, FL 33154	40
CESAR A. GUILLEN	1050 - 93rd St., Apt. 5-F Bay Harbor, FL 33154	20

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 5th day of January, 1998.

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SWORN TO AND SUBSCRIBED before me on this 5th day of January, 1998.

[Signature]  
GERARDO MANASSEVITZ, PRESIDENT (SEAL)

[Signature]  
NATHALY MANASSEVITZ, VICE-PRESIDENT (SEAL)

[Signature]  
CESAR A. GUILLEN, REGISTERED AGENT (SEAL)

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE    )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, GERARDO MANASSEVITZ, NATHALY MANASSEVITZ and CESAR A. GUILLEN, known to be the person who executed the foregoing Certificate of Incorporation of X-IMPORT MANASSEVITZ, INC., and they acknowledged before me that they have executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by X-IMPORT MANASSEVITZ, INC., who produced identification.

SWORN TO AND SUBSCRIBED before me on this 5th day of January, 1998.

[Signature]  
Notary Public, State of Florida

MY COMMISSION EXPIRES:

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

[Signature]  
CESAR A. GUILLEN

Prepared by:

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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