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JOEL SCHLEIFER

400 West Prospect Road, Suite 1

Fort Lauderdale, FL 33309

Phone: (954) 568-5789 Fax: (954) 568-5786

Outside of Broward County: 1-888-259-9693

January 7, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, FL 32314

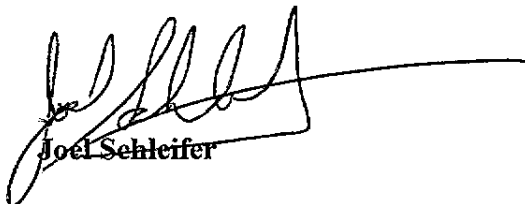
To whom it may concern:

Enclosed is a check for the registration for the corporation P&L U.S., Inc. Upon completion, please forward the approved corporation papers to our address:

JOEL SCHLEIFER  
400 West Prospect Road, Suite 1  
Ft. Lauderdale, FL 33309

If you have any questions, please feel free to call.

Sincerely yours,

  
Joel Schleifer

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98 JAN 12 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. CHESSEY JAN 13 1998

098 1920

ARTICLES OF INCORPORATION

OF  
P&L U.S., INC.

JAMES H. LAM, a natural person competent to contract does hereby subscribe, acknowledge and file in the offices of the Secretary of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation as by law provided.

ARTICLE I

NAME

The name of this corporation shall be as stated above

ARTICLE II

GENERAL NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including but not limited to IMPORT/EXPORT MERCHANDISE.

ARTICLE III

CAPITAL STOCK

The maximum capital stock authorized to be issued by this Corporation shall be FIVE HUNDRED (500) SHARES having a par value of ONE (1) DOLLAR per share. Each of said shares of stock shall entitle the holder thereof to ONE (1) vote at any meeting of the stockholders. All or any part of said stock may be paid in cash, in property (other than stock or Securities), or in labor services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### INITIAL CAPITAL

The stock of this Corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital with which this Corporation shall begin business shall be no less than FIVE HUNDRED (500) DOLLARS.

#### ARTICLE V

##### TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The following shall be the street address and the principal registered office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the state of Florida and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient. JAMES H. LAM, 400 WEST PROSPECT ROAD, SUITE 1, FT. LAUDERDALE, FL 33309, Registered Agent.

#### ARTICLE VII

##### DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than ONE (1) and not more than THREE (3) the number of same to be fixed by the Corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any ONE (1) Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stockholders of the Corporation who are entitled to vote at said meeting of the Board of Directors, where a quorum is present in person or by proxy by the affirmative vote of a majority of the Directors present at said meetings.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The name and address of the first Board of Directors is:  
JAMES H. LAM, 400 WEST PROSPECT ROAD, SUITE 1, FT. LAUDERDALE, FL  
33309.

The member of the first Board of Directors, unless otherwise provided by the By-Laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until successors are elected and appointed and qualified.

## ARTICLE IX

### SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows: JAMES H. LAM, 400 WEST PROSPECT ROAD, SUITE 1, FT LAUDERDALE, FL 33309

## ARTICLE X

### CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be afflicted or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in are directors or officers of such other corporation provided that any director individually or any firm of which any director may be a member, may be a party to, may be pecuniarily or or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director this Corporation who also is a director or officer of such other corporation who 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 such contract or transaction with like force and effect as if he were not such director or officer or such other corporation or not so interested.

## ARTICLE XI

### INDEMNIFICATION

Every director and every officer of this Corporation shall be indemnified by this Corporation against expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party to or which he may be involved, or any appeal therein, by reason of his being or having been a director or officer of this Corporation. Whether or not he is a director or officer of this Corporation at the time such expenses are incurred, except in such cases wherein, the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the director or officer seeking such reimbursement or indemnification, the indemnification therein shall only apply if the Board of Directors approve such settlement or reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled as a matter of law or otherwise.

## ARTICLE XII

### ASSIGNMENT OF SUBSCRIPTION

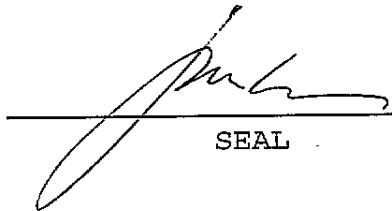
The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any person, firm or corporation who may thereafter become Subscribers to the capital stock of their corporation who upon acceptance of such assignment, shall stand in lieu of the original subscriber and assume and carry out all of the rights, liabilities and duties entailed by subscriber subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the use and purposes herein stated.

  
SEAL

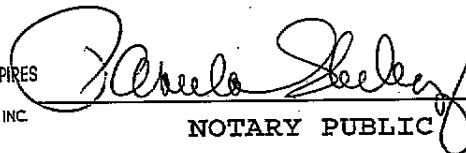
STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared JAMES H. LAM to me known to be the person described as subscriber to the foregoing Articles of Incorporation, in and who executed the same and acknowledged before me that he/she executed the same freely and voluntarily for the uses and purpose therein expressed.

Witness my hand and official seal at Broward, Florida  
this 6<sup>th</sup> day of January 1998



Pamela Sheley  
MY COMMISSION # CC692493 EXPIRES  
December 3, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC

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 persuance of Chapter 48.091 Florida Statutes the following is submitted, in compliance with said Act:

First that JAMES H. LAM, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at FT. LAUDERDALE, County of BROWARD. State of Florida has named JAMES H. LAM as Registered Agent. Located at 400 WEST PROSPECT ROAD, SUITE 1, FT. LAUDERDALE, FLORIDA 33309, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

BY:  \_\_\_\_\_

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98 JAN 12 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA