

INGRID M. FEIJOO, CPA, PA.

CERTIFIED PUBLIC ACCOUNTANT

P98000012455

January 19th, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000002423650
-12/06/98-01059-007
****122.50 ****122.50

Re: PASQUIS EXPORT TRADING INC.

Dear Sirs:

Attached are the original and a copy of the articles of incorporation of Pasquis Export Trading, Inc. and a check enclosed in the amount of \$122.50 for incorporation filing fees.

Truly Yours,


Ingrid M. Feijoo CPA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MM

ARTICLES OF INCORPORATION

OF

PASQUIS EXPORT TRADING, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THE UNDRSIGNED do hereby associate ourselves for the purpose of forming a corporation under the Laws of the State of Florida, and do hereby certify as follows:

ARTICLE I. - NAME.

The name of the Corporation shall be: PASQUIS EXPORT TRADING, INC. And its principal place of business shall be located at 2630 N.W. 75th Avenue, Miami, Florida 33122.

ARTICLE II. - PURPOSE.

A. To carry on and engage in the import and export of all types of merchandise of any nature, type of description, and the transporting of same, and to do all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which maybe be authorized and permitted under and by virtue of the Laws of the United States of America or the State of Florida.

ARTICLE III. - CAPITAL STOCK.

The Corporation shall be authorized to issue capital stock in the following manner, to-wit:

Fifty (500) Shares of Common Stock, having No Par Value.

ARTICLE IV. - POWERS.

The powers of the Corporation shall include all those conferred by the Bylaws of the Corporation and the Laws of the State of Florida.

ARTICLE V. - TERM OF EXISTENCE.

The Corporation shall have perpetual existence in accordance with the Laws of the State of Florida.

ARTICLE VI. - REGISTERED AGENT AND REGISTERED OFFICE.

The Registered Agent for the Corporation shall be Roland Pasquis and the Registered Office shall be located at 2630 N.W. 75th Avenue, Miami, Florida, 33122, or such other person or such other place as the Director or Board of Directors may, from time to time, direct, with appropriate notice being given to the Secretary of State, in accordance with applicable Florida statutes.

ARTICLE VII. - OFFICERS AND MANAGEMENT OR CORPORATION.

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the direction of the Shareholders, except to the extent that the Director or Board of Directors shall have delegated the responsibility for such management under the provisions of these Articles of Incorporation and in accordance with the Bylaws of the Corporation. The officers of the Corporation may consist of a President, Vice President, in addition to such other officers that the Director or Board of Directors may, if he or they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Roland Pasquis	President	831 Albatross St. Miami Springs, Florida 33166-3941
Gisela Pasquis	Vice-President	831 Albatross St. Miami Springs, Florida 33166-3941

ARTICLE VIII. - BOARD OF DIRECTORS.

The Corporation shall be governed by a Board of Directors which may consist of two (2), but not more than five (5) persons.

ARTICLE IX. - INITIAL DIRECTOR OR DIRECTORS.

The names and addresses of the person or persons who shall serve as the initial Director of Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and qualify, shall be as follows:

<u>Name</u>	<u>Address</u>
Roland Pasquis	831 Albatross St. Miami Springs, Florida 33166-3941
Gisela Pasquis	831 Albatross St. Miami Springs, Florida 33166-3941

ARTICLE X. - INCORPORATOR OR INCORPORATORS.

The names and addresses of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares Subscribed</u>	<u>Amount of Shares</u>
Roland Pasquis	831 Albatross St. Miami Springs, Florida 33166-3941	25	\$250.00
Gisela Pasquis	831 Albatross St. Miami Springs, Florida 33166-3941	<u>25</u>	<u>\$250.00</u>
TOTALS:		50	\$500.00

ARTICLE XI. - INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XII. - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

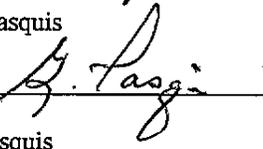
ARTICLE XIII. - BYLAWS.

The original Bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders is present, and thereafter the Bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the Bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Director or Board of Director in the manner as provided in the Bylaws and in accordance with the Laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set out hands and seals at Miami, Dade County, Florida this 2nd day of February, 1998.

 (SEAL)

Roland Pasquis

 (SEAL)

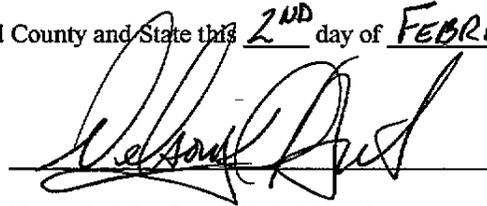
Gisela Pasquis

STATE OF FLORIDA)

COUNTY OF DADE) ss:

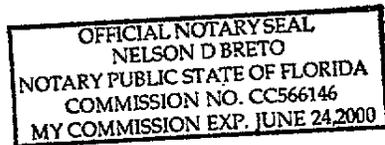
BEFORE ME, the undersigned authority, this date personally appeared Roland Pasquis, and
Gisela Pasquis to me well known to be the individuals described above who executed the foregoing
Articles of Incorporation for the uses and purpose therein expressed.

WITNESS my hand and official seal in said County and State this 2ND day of FEBRUARY
1998.



Notary Public, State of Florida at Large

My commission Expires:



CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent or PASQUIS EXPORT TRADING, INC. and agree to serve as its Registered Agent to accept service of process within this State at its Registered Office located at 2630 N. W. 75th Avenue, Miami, Florida 33122.



Roland Pasquis-Registered Agent

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