

P98000018106

DAVID BASS  
2713 GULF DRIVE  
HOLMES BEACH, FL 34217

EFFECTIVE DATE

2-20-98

February 20, 1998

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-02/23/98-01115--006

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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Nica Imports, Inc.**

Dear Sir/Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for: \$131.25 to cover the cost of the filing fee, a certified copy and Certificate of Status.

From: David Bass  
2713 Gulf Drive  
Holmes Beach, FL 34217  
(941) 778-4611

Thank you.

Sincerely,

*David Bass*

David Bass

RECEIVED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

98 FEB 23 AM 9:42

FILED

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2-25-98

EFFECTIVE DATE  
2-20-98

ARTICLES OF INCORPORATION  
OF  
NICA IMPORTS, INC.

FILED  
98 FEB 23 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: NICA IMPORTS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2713 Gulf Drive  
Holmes Beach, Florida 34217

ARTICLE III. SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having no par value. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the board of directors is equivalent to or greater than the value of the shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation in the State of Florida is:

Name  
David Bass

Street Address  
2713 Gulf Drive  
Holmes Beach, Florida 34217

The Board of Directors may from time to time move the registered office to any other address in Florida.

#### ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Street Address</u>
David Bass	2713 Gulf Drive Holmes Beach, Florida 34217

#### ARTICLE VI. PERMITTED BUSINESSES AND ACTIVITIES

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, any buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this

corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and executed such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be make a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

## ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually, beginning February 20, 1998.

## ARTICLE VIII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provide in the bylaws.

## ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and

one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

#### ARTICLE X. ORIGINAL DIRECTORS

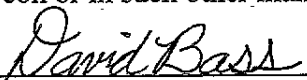
The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Street Address</u>
David Bass	2713 Gulf Drive Holmes Beach, Florida 34217

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

  
\_\_\_\_\_  
David Bass, Incorporator

### ACCEPTANCE BY AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David Bass  
David Bass/Registered Agent

February 20, 1998  
Date

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**FILED**  
98 FEB 23 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA