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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: IMEX PLUS, INC.

AUDIT NUMBER.....H98000003952

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 27, 1998

EMPIRE

SUBJECT: IMEX PLUS, INC.  
REF: W98000004405

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: E98000003952  
Letter Number: 098A00011087

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ARTICLES OF INCORPORATION

OF

ARTICLE I.

NAME

The Name of the Corporation is, IMEX PLUS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department

of state

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State

MICHAEL A. BANDER, P.A.  
444 Brickell Avenue., Suite 300  
Miami, Florida 33131  
Telephone: 305- 358-5800  
Michael A. Bander  
F. Bar # 17-196-7

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**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 each.

**ARTICLE V**

**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI**

**PRINCIPLE OFFICE**

The principal office of the Corporation is 444 Brickell Avenue; Suite 300; Miami, Florida 33131.

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**ARTICLE VII**

**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation: Luis A. Gonzalez: 444 Brickell Ave.  
Suite 300: Miami, Florida.

**ARTICLE VIII**

**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

Luis A. Gonzalez	President
Elena Garcia	Vice-President
David Gonzalez	Secretary

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**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is: Luis A. Gonzalez; 444 Brickell Ave. Suite 300; Miami, Florida 33131.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, of the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 25th day of February 1998.


  
Luis A. Gonzalez  
Incorporator

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STATE OF FLORIDA)  
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Luis A. Gonzalez, and well known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 25 February 1998.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:

 YVONNE TORRES  
My Comm. Exp. 5/10/00  
Registered By Service Inc  
No. CCS46902  
11 Ponce de Leon Ave. N.W. Atlanta, GA 30308

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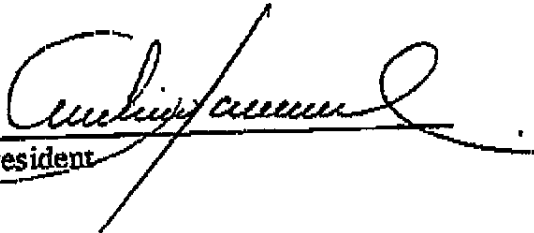
**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: IMEX PLUS, Inc
2. The name and address of the Registered Agent and office is: Luis A. Gonzalez: 444 Brickell Ave. Suite 300; Miami, Florida 33131

SIGNATURE:

  
President

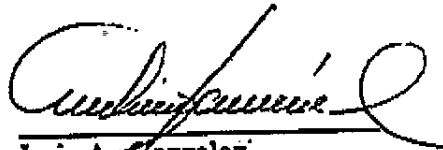
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Acceptance of designation

Having been named to accept service of process for the above stated corporation, at the place designated I hereby accept to act in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.

  
Luis A. Gonzalez

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