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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CHARLIE IMPORT-EXPORT COMPANY, INC.

AUDIT NUMBER.....H98000005447

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

CERT. OF STATUS..0

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

March 20, 1998

EMPIRE

SUBJECT: CHARLIE IMPORT-EXPORT COMPANY, INC.  
REF: W98000006257

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF

CHARLIE IMPORT-EXPORT COMPANY, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I  
NAME

The name of the corporation is CHARLIE IMPORT-EXPORT COMPANY, INC.  
and the principal address shall be 3459 sw 112th Court, Miami, FL 33165

Article II  
DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III  
NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV  
CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative voting. Cumulative voting shall not be permitted.

Law Offices of Carlos E. Morales  
Carlos E. Morales, Esq  
636 NE 70th St Miami FL 33138  
Florida Bar Membership # 995223  
(305) 757-8412

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**Article V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 636 NE 70th Street, Miami, Florida 33138, and the name of the initial registered agent of this corporation at that address is Carlos E. Morales, Esq.

**Article VI**

**DIRECTOR**

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Carlos Mendoza, President	3459 SW 112th Court Miami, Fl 33165
Louisa Diaz, Vice-President and Treasurer	3459 SW 112th Court Miami, Florida 33165

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATORS

Carlos Mendoza  
3459 SW 112th Court  
Miami, FL 33165

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators have executed these Articles the  
10<sup>th</sup> day of March, 1998.

  
Carlos Mendoza, Incorporator

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State of Florida    )  
                              ) SS  
County of Dade     )

The following instrument was acknowledged and personally known before me  
this 10<sup>th</sup> day of MARCH, 1998.

  
Notary Public, State of Florida

My Commission Expires:

 **CARLOS E. MORALES**  
COMMISSION # CC 493163  
EXPIRES SEP 04, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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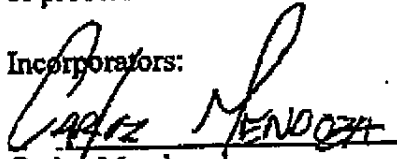
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

=====

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Charlie Import-Export Company, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Carlos E. Morales, Esquire, located at: 636 NE 70th Street, Miami, Florida 33138 as its agent and accept service of process within Florida.

Incorporators:

  
Carlos Mendoza

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Carlos E. Morales, Esquire

Date: 3/10/98

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