

5/28/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: PLANET IMPORTS, INC.

AUDIT NUMBER.....H98000009980

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

CERT. OF STATUS..0

PAGES.....

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be as follows:

Planet Imports, Inc.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock, of \$ 1.00 par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred dollars.

ARTICLE V, TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of Florida of the principal office shall be as follows:

880 Flamango Court East
West Palm Beach, FL 33406

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

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

ACE INDUSTRIES/PRINTING CORP. KIT
TO 06166 IN 07032
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ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

Ramon A. Mirabales
880 Flamango Court East
West Palm Beach, FL 33406

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator

Ramon A. Mirabales
880 Flamango Court East
West Palm Beach, FL 33406

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service.

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ARTICLE XII, REGISTERED AGENT, OFFICE AND ACCEPTANCE

The Registered Agent, listed below, with address, accepts this position as signed below:

Ramon A. Mirabales
880 Flamango Court East
West Palm Beach, FL 33406

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: [Signature]

DATE: 5/15/98

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hand and seal on for the purpose of forming this Corporation under the laws of the State of Florida, and hereon make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

[Signature]

SWORN TO AND SUBSCRIBED BEFORE ME THIS 15th day of May 1998 by Ramon Mirabales who is personally known to me.

[Signature]
NOTARY PUBLIC



DAVID M. SMITH
MY COMMISSION # 00002766 EXPIRES
JUNE 21, 2001
BONDED WITH TRISTY FARM INSURANCE, INC.

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