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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL 16 PM 12:16

**MEMO**

TO: DIVISION OF CORPORATIONS  
FROM: ED MARQUEZ  
IN RE: PAPERWORK

400002580454-7  
-07/16/98--01023--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is our original papers for the Corporation and a copy  
That you can stamp and mail back to us.

Please mail the completed paperwork to:

Ed Marquez  
690 W. 80<sup>th</sup> Street  
Miami, Florida 33014

Thanks

**ARTICLES OF INCORPORATION  
OF  
THRIFT AMERICA, INC.**

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The undersigned, being natural persons and competent to contract, acting as incorporators of a corporation (hereinafter called the "Corporation") under the provisions and subject to the requirements of the laws of the State of Florida, do adopt the following

Articles of Incorporation

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be  
**THRIFT AMERICA, INC.**

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business or business of the Corporation and the objects of purposes to be transacted, promoted or carried on by it are as follows:

- A. Sales & distribution of consumer products
- B. To manufacture, buy, sell and deal in goods, wares, merchandise and personal property of every kind;
- C. To the same extent as natural persons could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage and dispose of real property and interests, estates and rights therein;

D. To act as agent or representative, in any capacity, and to perform services for others;

E. To acquire, develop, improve, use, grant licenses in respect of, mortgage, dispose of and deal in letters, patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names;

F. To acquire, own and dispose of rights, privileges, permits and franchises convenient for any of the purposes of the business;

G. To acquire, own, pledge, dispose of and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidences of indebtedness, firms trusts or persons, public or private or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, domestic or foreign and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

H. To aid in any manner any corporation, association, firm or individual, any of whose securities, evidences of indebtedness, obligations or stock are held by the Corporation, directly or indirectly, or in which, or in the welfare of which, the Corporation shall have any interest, and to guarantee securities, evidences of indebtedness and obligations of other persons, firms, associations and corporations;

I. To acquire, and pay for in cash, stock, bonds or other securities of the Corporation or otherwise, the good will, rights, assets and property and to undertake and assume the whole or part of the obligations or liabilities of any person, firm, association or corporation;

J. To enter into, make and perform contracts of every kind;

K. To borrow moneys and, from time to time without limit as to amount, to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes;

L. To lend any of its funds, either with or without security

M. To acquire, hold and dispose of shares of its own capital stock and rights thereof;

N. To carry on any other business in connection with any of aforesaid purposes for which a corporation may be formed under the provision of the laws of the State of Florida;

O. To carry out all or any part of the foregoing objects as principal or agent, or in conjunction with any other person, firm, association or corporation, and in any part of the world to the same extent and as fully as natural persons might or could do;

P. To do all such things as are necessary and incidental to the attainment of the above objects;

Q. To have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed by the laws of such State;

R. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from the terms of any other clauses in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes;

The foregoing clauses shall be construed as objects, purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock, having a par value of one dollar (\$1.00) each, amounting in the aggregate to five hundred dollars (\$500). All such shares shall be of one class and shall be designated as common stock. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

## **ARTICLE IV INITIAL CAPITAL**

The minimum amount of capital with which the Corporation shall commence business is five hundred dollars (\$500).

## **ARTICLE V TERMS OF EXISTENCE**

The Corporation is to exist perpetually

## **ARTICLE VI ADDRESS**

The initial street address of the registered office of the Corporation in the State of Florida is 690 West 80th Street, Miami, FL 33014. The Board of Directors may from time to time move the office to any other address in Florida.

The address and name of the Registered Agent of the Corporation is:  
Ed Marquez at 690 West 80th Street, Miami, FL 33014.

## **ARTICLE VII DIRECTORS**

The initial number of Directors of the Corporation shall be the number named in Article VII hereof. The number may be increased or diminished from time to time by resolution of the stockholder, but shall never be less than two (2).

## **ARTICLE VIII INITIAL DIRECTORS**

**Ed Marquez**  
**PRESIDENT & TREASURER 690 W. 80th St, Miami, FL 33014**

**Ed Marquez**  
**VICE-PRES. - SECRETARY 690 W. 80th St, Miami, FL 33014**

Each of said Directors shall hold office until the first annual meeting of stockholders, or until their successors are elected or appointed and have qualified.

## **ARTICLE IX SUBSCRIBERS**

The name and street address of each person signing these Articles of Incorporation as a subscriber, are as follows:

<b>NAME</b>	<b>ADDRESS</b>
Ed Marquez	690 W. 80th St, Miami, FL 33014

## **ARTICLE X CONTRACTS**

No contract or other transaction between the Corporation and any other corporation, and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any stockholder of the Corporation individually, or any firm or association of which any

stockholder may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he is individually or such firm or association is so interested shall be disclosed or shall have been, known to the stockholder. Any officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders which shall authorize any such contract or transaction, with like force and effect as if he were not such a stockholder or officer or director of such other corporation or not so interested.

## **ARTICLE XI INDEMNITY**

Each stockholder or officer of the Corporation, whether or not then in office, shall be indemnified by this Corporation against all costs and expenses reasonably to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, and all rights at any time conferred upon the stockholders of this Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

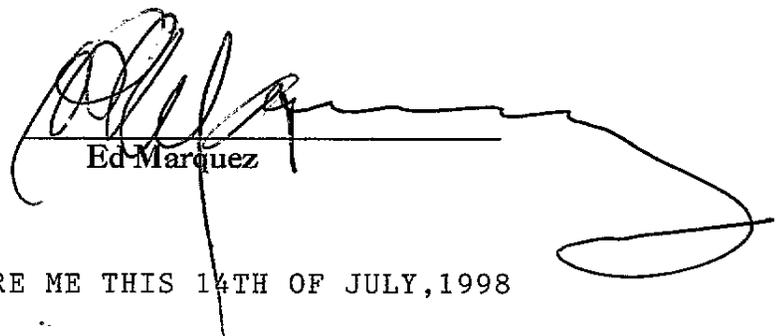
IN WITNESS WHEREOF, the undersigned make and subscribe these  
Articles of Incorporation this

**STATE OF FLORIDA**  
**COUNTY OF DADE**

On this 14th day of July personally came  
**Ed Marquez**

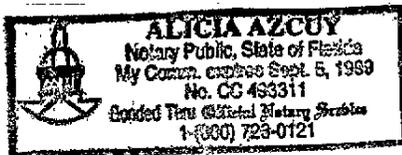
to me known to be the persons described as subscribers in and who executed the  
foregoing Articles of Incorporation, and they duly acknowledged to me that they  
executed the same for the purpose therein expressed.

IN WITNESS THEREOF, the undersigned make and subscribe these Articles of  
Incorporation this 14th of July, 1998.

  
Ed Marquez

SWORN TO AND SUBSCRIBED BEFORE ME THIS 14TH OF JULY, 1998

  
NOTARY PUBLIC



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DIVISION OF CORPORATIONS  
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**THE CORPORATION'S PRINCIPAL ADDRESS AND REGISTERED  
OFFICE ADDRESS IS AS FOLLOWS:**

**FUTURE INTERNATIONAL, INC.  
690 W. 80th Street  
MIAMI, FL 33014**

**WRITTEN ACCEPTANCE BY REGISTERED AGENT:**

" I hereby am familiar with and accept the duties and responsibilities as Registered  
Agent for said Corporation "

  
Ed Marquez