

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Import United Services
Corp

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SECRETARY OF STATE
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Signature

Requested by:

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Walk-In

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☒ Art of Inc. File cert.

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

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DIVISION OF CORPORATIONS

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ARTICLE OF INCORPORATION
OF
IMPORT UNITED SERVICES CORP.

I, Yolanda A. Siron the undersigned, being natural person over twenty one (21) years of age for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation is IMPORT UNITED SERVICES CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2116 W. 62nd STREET, HIALEAH, FLORIDA 33016

ARTICLE III - INITIAL REGISTERED AND STREET ADDRESS:

The street address of the corporation initial registered office is:
2116 W. 62nd STREET, HIALEAH, FLORIDA 33016. And the name of the registered agent is : YOLANDA A. SIRON

ARTICLE IV- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue shall be of ONE THOUSAND (1,000) SHARES OF COMMON STOCK with the par value of ONE DOLLAR (\$1.00) per share. To the extent possible such stock shall be issued pursuant to Section 1244 of the Internal Revenue code of 1954 and subsequent amendments. No other of stock of any class, either with or without par value shall be authorized at this time. No preferences, qualifications, limitations, restrictions, shall exist with respect to the shares of common stock authorized, except that the shareholders of the common stock pursuant to a stock transfer restriction agreement set out in the By-Laws of this corporation.

ARTICLE V - ADDITIONAL SHARES

The shareholders shall have preemptive right in acquiring additional shares.

ARTICLE VI -NAME OF STOCK HOLDERS

The number of shares of stock that this corporation is authorized to have outstanding at any one time:

| NAME | ADDRESS | NO.OF SHARES |
|------------------|--|--------------|
| YOLANDA A. SIRON | 2116 W. 62ND ST. HIALEAH, FLORIDA 33016 | 1,000 SHARES |

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall consist of (1) member. The persons to constitute the first board of directors is:

| | |
|------------------|-----------|
| YOLANDA A. SIRON | PRESIDENT |
| YOLANDA A. SIRON | SECRETARY |
| YOLANDA A. SIRON | TREASURER |

ARTICLE VII- DURATION

The duration of the corporation is perpetual.

ARTICLE VIII- CORPORATION PURPOSES

The corporation is formed for the following purposes:

1- General Merchandising Business:

Purposes: To manufacture, produce, purchase or otherwise, acquire, sell, import, export, distribute and deal in goods , wares, merchandise and materials of any kind and description.

The foregoing purposes and activities will be interpreted as example only and not as limitation, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible law-full business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

To find sources of merchandise, equipment and parts for and on behalf of purchasers.

2- To arrange for the purchase and exportation of merchandise, equipment and parts.

3- To arrange for the issuance of Letter of Credit , shipping, placement of insurance coverage, and all other things necessary for the exportation and delivery of merchandise, equipment and parts sold by this company or the exportation of any other companies goods sold to the exporter.

4- To prepare all necessary documentation for the sale, shipment exportation and delivery of merchandise, equipment and parts sold by this company or any other companies.

5- To take all steps necessary for the freight forwarding of ordered merchandise equipment and parts, and the preparation of all documents pertaining thereto.

6- To sell, offer to sell, buy, or offer to buy, merchandise, equipment and parts.

7- To sell, offer to sell, buy or offer to buy, the freight forwarding services to any other companies within United States of America states and territory. and to any other companies outside United States of America.

8- To devise, develop, create, inaugurate and contract for the establishment, installation, sale and rental of merchandise, equipment and parts for business concerns, firms, partnerships, associations and consortiums, and corporation.

8- To carry on a general investment and management consultant and advisory business relating to investments and operation of businesses, plants, properties, and the acquisition, sale, trade, rental or lease of merchandise, equipment and parts.

9- To act as purchasing agent for manufacturers, merchants and others.

10-To the same extent as natural person might or could do, to purchase, or otherwise acquire, and to hold, possess, own, maintain, work, develop, sell, assign, transfer, lease, exchange, hire, convey, mortgage, pledge, or otherwise dispose of or deal in real property, real estate, lands, building, tenements, coal, royalty, and any interest, estate and right in same.

11-To acquire by purchase, lease, exchange, or otherwise, and to own, hold, sell, convey exchange, lease, mortgage or otherwise deal in any dispose of all personal property, mixed property, chattels, rights, notes, bonds, and securities.

12-To acquire by purchase, lease, exchange or otherwise and to own, hold and otherwise dispose of or deal in building, factories, plants, warehouses and structures of any type or description and any estate or interest therein and to turn the same to account by acquiring constructing or preparing lands, building warehouse structures, and fixtures thereto and by constructing, altering, improving, decorating or furnishing the same with works, fixtures, equipment and conveniences of all kinds and by leasing, dealing with and disposing of the same, to manage such lands, real estate and other properties, and to lease, rent or let the same, and to collect rents, and income therefrom, to purchase, sell, manufacture and deal in building materials, goods, wares and merchandise in connection with the sale, purchase, construction, ownership, maintenance and management of real property.

13- To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

14- Subject to the provisions of law, to issue, sell, hold, purchase, retire, redeem, reissue, transfer and otherwise dispose of shares of its own capital stock of any class, bonds, notes debentures or other securities or obligations of the corporation, and to secure same by mortgage, pledge, deed or trust, or otherwise

and to enter into contracts, agreements, or undertaking of any nature in aid of or otherwise in connection with, any issue, sale, purchase, retirement redemption, holding, a reissue, transfer or other disposition of any shares of its capital stock of any class, bonds, notes, debentures, or other securities or obligations.

15-To borrow money and contract debts and to secure same by mortgage, pledge, deed of trust or otherwise for any purpose of its corporation or in the exercise of any of its corporate right privileges, or franchises in any manner permitted by law.

16- To lend money as principal or agent, unsecured or secured by mortgage or deeds of trust upon real estate or otherwise, and to buy, purchase or otherwise acquire own, hold, sell, pledge, hypothecate, negotiate, exchange or otherwise dispose of or deal in and with promissory notes, bonds, and obligations for the payment of money executed by any persons, firms or corporation.

17-To apply for obtain, register, purchase, lease or otherwise sell, assign, pledge or otherwise dispose of any copy-rights, trademarks, tradenames, patents, inventions, improvements formulae, and processes used om connection with or secured under letter patent of the United States or of any foreign country, or elsewhere, or otherwise , and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such copyrights, trademarks, tradenames, patents, inventions, improvements, formulae, processes and the like, or any such property or rights, and with a view to the working and development thereof to carry on any lawful business which the corporation may consider calculated to effectuate the use, exercise or development thereof and to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patents, concessions licenses, inventions, rights, privileges, improvements, copyrights, trademarks, tradenames, formulae, or processes as aforesaid.

18-To make and enter into and to carry out, any and all contacts with any person, firm, association or corporation, private, public or municipal and with any domestic or foreign government, or public authorities, and for or in relation to any of the business, objects or purposes herein set forth, or any business lawfully carried on by the corporation.

19-To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the law, hereinbefore referred to, and all laws amendatory and supplemental thereto, and by the provision of Chapter 351, The General and Business Corporation Act of Florida and all laws amendatory and supplemental thereto as principal or agent, or in connection or conjunction with any person, firm, trust, corporation or other organization and in any part of the world, it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Florida and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this corporation, nor shall the corporation be required to exercise all of said powers at any one time.

ARTICLE IX

The power to make, alter, amend, or repeal the By Laws of the corporation shall be vested in the Board of Directors.

ARTICLE X

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have references to or affect corporation, reserves the right to transact any business of the corporation, to alter, amend or

repeal these Articles of Incorporation, or to do any other act or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE XI

The corporation may enter into contracts or transact business, unless prohibited by the By -Laws, of the corporation, with one or more of its directors, officers, or stockholders, or with any corporation, association, trust company, organization or other concern in which any one or more of its directors, officers, or stockholders are directors, officers trustees, beneficiaries, or stockholders is in any way interested and in the absence of fraud, no such contract or transaction shall be invalidated or in any wise affected by the fact taht such directors, officers, or stockholders of the corporation have, or may have, interest which are, or might be adverse to, the interest of the corporation, even thought the vote or action of directors, officers, or stockholders having such adverse interests may have been necessary to obligate the corporation upon such contract or transaction. At any meeting of the Board of Directors of the corporation (or any duly authorized committee thereof) which shall authorize or ractify any such contract or transaction, any such director or directors may vote or act thereat with like force and effect as if he has not such interest, provided in such case the nature of such interest (though not necessarily the extent or details thereof) shaol be disclosed, or shall have been knwon to the directors or majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as director or officer of the corporation by reason of any such adverse interest. In the absence of fraud, no director, officer or stockholder having such adverse interest shall be liable to the corporation or to any stockholder or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any director, officer or stockholder be accountable for any gains or profits realized thereof.

ITEM XII

1- The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or preceeding, whether civil, criminal, administrative or investiggative, other than an action byt or in the right of the corporation, by reason of the fact that he is or was a director or officer of the corporation or voting trustee under any voting trust agreement (which has been entered into between the owners and the holders of the shares of the corporation, such voting trustees an the corporation); or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other entern-prises against expenses including but not necessarily limited to attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if the acted in good faith and in manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had not reasonable cause to believed his conduct was unlawful. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of NOLO CONTENDERE, or its equivalent, shall not ,of itself, create a presumption that the person did not act in good faith and ina manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or preceed-ing, had reasonable cause to believe that his conduct was unlawful.

2- The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture trust or other enterprise against expenses including attorney's fees actually and reasonably incurred by him in connection with the defense or settlement of the action or the suit if the acted in good faith and ina manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged

for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses for which the court shall deem proper.

3- To the extent that a director or officer of the corporation has been successful in the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 of the Article XII, or in defense of any claim, issue or matter therein, he shall be indemnified as to expense, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

4- Any indemnification under paragraphs, 1, 2, and 3 of this Article XII, unless ordered by the court, shall be made by the determination that indemnification of the officer or director or proper in the circumstances because he has met the applicable standard of conduct set forth in this Article XII. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or if such a quorum was not obtainable, or even if obtainable, a quorum of disinterested directors, so directs, by independent legal counsel in written opinion or by the shareholders.

5- Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an agreement by or on behalf of the director or officers to repay such amount unless it shall ultimately determine that he is entitled to be indemnified by the corporation as authorized in this Article XII.

6- The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled

under any by law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in its official capacity and as to action in other capacity while holding such office, and shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs, executors and administrators, of such a person.

7- The corporation may purchase and maintain insurance on behalf of any person who is or was director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust or other enterprise as to any liability asserted against him or incurred by him in any such capacity, or arising out of this status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XII

The undersigned incorporator has executed these Articles of Incorporation this day

Aug 17, 1998
date

Yolanda A. Siron
Yolanda A. Siron

STATE OF FLORIDA
COUNTY OF DADE

Before me, personally appeared Yolanda A. Siron who, being duly sworn, deposes and says been the person to incorporate and hereby certify that the foregoing is a true and correct copy of the instrument presented to me. As the original of such instrument.

WITNESS, my hand and official seal this 17th day of August AD, 19 98

P. Romero
Notary Public State of Florida

My commission expires



P. ROMERO
My Comm Exp. 10/26/98
Bonded By Service Ins
No. CC416941

☒ Personally Known ☐ Other I.D.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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Pursuant to the provision of sections 607.0551 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered agent, in the State of Florida.

1- The name of the corporation is :IMPORT UNITED SERVICES CORP.

2- The name and address of the registered agent and offices is:

YOLANDA A SIRON (name of agent)

ADDRESS: 2116 W. 62ND ST. HIALEAH, FLORIDA 33016

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.

Signature: _____

Yolanda A. Siron

Date: _____

Before me, personally appeared Yolanda A. Siron who, being duly sworn, deposes and says been the person to incorporate and hereby certify that the foregoing is a true and correct copy of the instrument presented to me, As the original os such instrument.

WITNESS, my hand and official seal this 17th day of August, 1998

My commission expires: _____

NOTARY PUBLIC STATE OF FLORIDA

P. ROMERO

My Comm Exp. 10/26/98

Bonded By Service Ins

No. CC416941

☒ Personally Known

☐ Other I. D.