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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: TONY'S GLOBAL ENTERPRISES CORP.

AUDIT NUMBER.....H98000015348

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

CERT. OF STATUS..1

PAGES..... 7

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1998

FAS-T CORP.

SUBJECT: TONY'S GLOBAL ENTERPRISES CORP.
REF: W98000018887

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000015348
Letter Number: 498A00042903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

Tony's Global Enterprises Corp.

We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be:

Tony's Global Enterprises Corp.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

(a) This Corporation is organized with the purpose to engage in the Import-Export SERVICE business and all other lawful activities permitted under the laws of the State of Florida and the United States of America.

b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.

c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes

Prepared by: Jose Arcas
11321 West Flaglers St.
Miami, FL 33174
(305)221-3477

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herein expressed and to have any and all powers above set forth as fully as natural person, whether as principals, agents trustees or otherwise.

d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

e) To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

f) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aforesaid Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have

outstanding any time shall be Five hundred shares all of which shall be of \$10.00 par value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered officer of the corporation is: Antonio Quinones,
_____, and the initial registered agent at such address
is: 19121 NW 52 Ct, Miami, Fl 33055.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 19121 NW 52 Ct, Miami, Fl 33055.

ARTICLE VII

This Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

| | | |
|-------------------------|---------------------------------|--|
| <u>Antonio Quinones</u> | <u>President/Treasure</u> | <u>19121 NW 52 Ct, Miami, Fl 33055</u> |
| (full name) | (title) | (address) |
| <u>Iris Quinones</u> | <u>Vice-President/Secretary</u> | <u>19121 NW 52 Ct, Miami, Fl 33055</u> |

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

Antonio Quinones, President/Treasure, 19121 NW 52 Ct, Miami, Fl 33055
(full name) (title) (address)
250 shares.

Iris Quinones, Vice-President/Secretary 19121 NW 52 CT, Miami, Fl 33055
250 shares.

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors, by the offices who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer, and a Secretary; one or more of said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.



ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statutes the Board of Directors is expressly authorized:

- a) To adopt and amend the by-laws of this Corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation. IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 17th day of August, 1998.

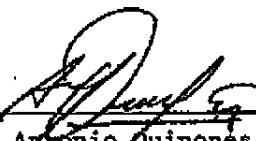
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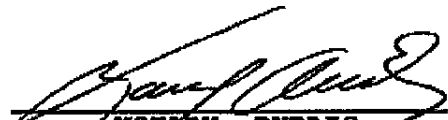
STATE OF FLORIDA)
 SS
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Antonio Quinones,
to me known to be the person described as the Resident Agent and Initial
Registered Agent, as set forth in these Articles of Incorporation.

I accept the duties and responsibilities as
as Registered Agent


Antonio Quinones

Sworn to and subscribed before me on this 17th day of August,
1998.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared: Antonio Quinones to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Articles of Incorporation.

X 

Sworn to and subscribed before me on this 17th day of August, 19 98.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



My Commission Expires:

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98 AUG 18 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA