P98000073291

8/20/98

Charter Number Only

Ramsan Professionalservices
Requestor's Name
5819 W. Flagler st.
Address
Miami, Fl 33144
City State ZIP Phone
261-3225

VALIDATION ONLY

900002621789--4
-08/21/98--01031--008
****122.50 ****122.50

CORPORATION(S) NAME

HEI Import & Export Corp.

(X) Profit
( ) NonProfit
( ) Amendment
( ) Merger
( ) Foreign
( ) Dissolution
( ) Mark
( ) Limited Partnership
( ) Annual Report
( ) Other
( ) Reinstatement
( ) Reservation
( ) Change of Registered Agent
(X) Certified Copy
( ) Photo Copies
( ) Certificate Under Seal
(X) Call When Ready
( ) Call If Problem
( ) After 4:30
(X) Walk In
( ) Will Wait
(X) Pick Up
( ) Mail Out

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)

RECEIVED
98 AUG 21 AM 9:36
DIVISION OF CORPORATIONS

FILED
98 AUG 21 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cert copy

FILED
98 AUG 21 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

We the undersigned,hereby associate ourselvess together for the purpose of becoming a corporation under the laws of the State of Florida,by and under the provisionof the State of Florida providing for the formation,liability,rights privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

M E I IMPORT & EXPORT CORP.

ARTICLE II

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

ARTICLE III

The maximun shares of a stock,with $1.00 par value that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

ARTICLE IV

The amount of capital with wich this corporation will begin business not be less than FIVE HUNDRED ($500.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

Ramsan Professional Services
5849 W.Flager Street
Miami,Florida 33144
Phone:(305)261-3225
Esther F.Alvarez,Accountant

ARTICLE VI

The Principal office of this corporation shall be:

8285 NW 64th STREET # 3
MIAMI, FLORIDA 33166-2770

ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors,who are subject to the provisions of the Certificate of Incorporacion,the By-Laws and the acts of legislature,shall hold office for the first year of the corporation's existence,or until their succesors are elected and shall be duly qualified, are:

FRANCISCO A MANCHOLA — PRESIDENT/SECRETARY
8830 SW 20th STREET
MIAMI, FLORIDA 33165

EDMUNDO GOMEZ — VICE-PRESIDENT
8830 SW 20th STREET
MIAMI, FLORIDA 33165

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

FRANCISCO A MANCHOLA
8830 SW 20th STREET
MIAMI, FLORIDA 33165

ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interesy in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The corporation shall have the futher right and power to, from time to time determine whether and to what extend, at what time and places and under what onditions and regulations the accounting books of this corporation, other than the stock book,or any them,shall be open to the inspection of the stock holders,and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation,in its By-Laws,confers powers upon its Board of Directors of Officers,in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide,to hold the respective meeting and to have one or more offices, within or without the State of Florida,and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate ofIncorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

ARTICLE X

The corporation shall have power to purchase or otherwise acquire,directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise,and to hold or in any manner dispose of the whole or any part of the property so purchased,or to conduct in any lawful manner the whole or any part of the business so acquired,provided that Acts amendatory thereto;and to exercise all the powers necesssary or convenient in or about the conducting of such busines.

To enter into general partnerships,limited partnerships (whether the corporation be a limited or general partneship) joined ventures,syndicates, pools,associations and others arrangements for carrying on one more of the purposes set foth herein jointly or in common with others,so long as the corporation would have the power to do so alone.

We the undersingned being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida ,do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true,snd do respectively to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 20th days of August 1998.

FRANCISCO A MANCHOLA
President

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

Before me,the undersigned authority,duly to administer oaths and receive acknowledgements.personally appeared:

------------------Francisco A Manchola ------------------------

who,after being duly sworn by me ,depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami ,Dade County ,Florida, this 20th days of Augusut 1998.

Notary Public-State of Florida
at Large .-

OFFICIAL NOTARY SEAL
ESTHER F ALVAREZ
COMMISSION NUMBER
CC612162
MY COMMISSION EXPIRES
JAN. 19,2001

NOTARY PUBLIC STATE OF FLORIDA

CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

In pursuance of Chapter 48.091,Florida Statutes ,the following is submitted in accordance with said Act:

That : M E I IMPORT & EXPORT CORP.

is qualified to do business under laws of th State of Florida ,with its principal office at:

8285 NW 64th Street # 3
Miami, Florida 33166-2770

And has appointed:

Francisco A Manchola
8285 NW 64th Street # 3
Miami, Florida 33166-2770

FILED
98 AUG 21 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

As its agent to accept services of process within this State.

ACKNOWLEDGEMENTS

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Francisco A Manchola
AGENT