

P98000083978

DATE: 09/21/98

Please, send me back the documents for: MSR IMPORT AND EXPORT , INC.
to the following address:

AMITY INSURANCE
405 E 1st AVE
HIALEAH, FL, 33010

Should you have any question, please contact : Alma Echeverria, 305-884-4900.

Print name: MAURO RODRIGUEZ

Signature: _____

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*****78.75 *****78.75

EFFECTIVE DATE
9-21-98

Judy GAVE

AUTHORIZATION BY PHONE TO

CORRECT

Type in
Correct Name + Sample add.

DATE

9-29-98

DOC EXAM.

CB

DIVISION OF OPERATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME :

THE NAME OF THE CORPORATION SHALL BE MSR IMPORT AND EXPORT, INC.

ARTICLE TWO

NATURE OF BUSINESS :

IMPORTS AND EXPORTS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE LAWS OF THE ESTATE OF FLORIDA.

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN: 09/21/98

ARTICLE FOUR

MINIMUM CAPITAL :

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN TWO-HUNDRED FIFTY DOLLARS (\$ 250.00) OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW. THE INITIAL CAPITAL IS :\$ 3,000.00

ARTICLE FIVE

NUMBER OF DIRECTORS

THIS CORPORATION SHALL AT ALL TIMES HAVE AT LEAST ONE DIRECTOR WHO IS A CITIZEN OR RESIDENT OF THE UNITED STATES OF AMERICA. THE STOCKHOLDERS OF THE CORPORATION MAY FROM TIME TO TIME, AND AT ANY TIME, INCREASE OR DIMINISH THE SIZE OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT:

THE CORPORATION SHALL AT ALL TIMES HAVE A MINIMUM OF ONE

OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT:
THE CORPORATION SHALL AT ALL TIMES HAVE A MINIMUM OF ONE DIRECTOR.

ARTICLE SIX

CLASSES OF DIRECTORS :

THE BY-LAWS OF THE CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERMS SHALL CONTINUE LONGER THAN THREE (3) YEARS, AND PROVIDED FURTHER THAT AT LEAST ONE-FOURTH IN NUMBER OF DIRECTORS SHALL BE ELECTED ANNUALLY.

ARTICLE SEVEN

THIS CERTIFICATE OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE EIGHT

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.

B. AUTHORIZED: THE NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 50 SHARES.

C. PAR VALUE : EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF :NO PAR

D. CONSIDERATION: SHARES OF COMMON STOCK MAY ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY OF THE FOREGOING COMBINATIONS, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.

E. NONASSESABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL

TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NONASSESSABLE.

F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

G. ACCUMULATIVE VOTING. NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF ACCUMULATIVE VOTING.

H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOAR OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.

I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF LIQUIDATION OR DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

REGISTERED AGENT SUBSCRIBER / INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

THE UNDERSIGNED INDIVIDUAL, A UNITED STATES CITIZEN OR
RESIDENT COMPETENT TO CONTRACT, EXECUTES THIS CERTIFICATE
OF INCORPORATION AS SOLE SUBSCRIBER, INITIAL DIRECTOR, AND
FIRST REGISTERED AGENT. THE UNDER-SIGNED INDIVIDUAL SHALL
HOLD OFFICE AS A DIRECTOR AND REGISTERED AGENT UNTIL HIS/HER
SUCCESSORS HAVE QUALIFIED, FOLLOWING THEIR ELECTION OR
APPOINTMENT. THE STREET ADDRESS OF SUCH INDIVIDUAL SHALL
BE THE INITIAL STREET ADDRESS IN FLORIDA OF THE PRINCIPAL
OFFICE OF THIS CORPORATION. THIS CORPORATION MAY CHANGE ITS
REGISTERED AGENT AND PRINCIPAL OFFICE AT ANY TIME.

SUBSCRIBER/REGISTERED AGENT: MAURO RODRIGUEZ

(SS#592-41-2299) SIGNATURE
STREET ADDRESS/ PRINCIPAL OFFICE:

DIRECTOR:

(SS#) SIGNATURE
STREET ADDRESS/ DIRECTOR:

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER DOES, MAKE
SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE
PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAWS
OF THE STATE OF FLORIDA.

DATE: 09/21/98 . SIGNATURE _____

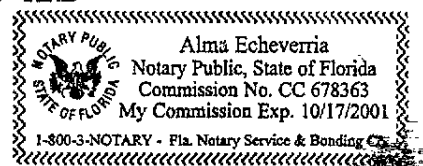
STATE OF FLORIDA /COUNTY OF MIAMI-DADE
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED,
____ TO ME WELL KNOWN, AND
KNOWN TO ME THE INDIVIDUAL DESCRIBED IN, AND WHO EXECUTED
THE FOREGOING CERTIFICATE OF INCORPORATION, AND WHO ACKNOW-
LEDGE BEFORE ME THAT THE SAME WAS EXECUTED FOR THE PURPOSE
THEREIN EXPRESSED.

IN WITNESS WHEREOF I HAVE HEREUNTO AFFIXED MY HAND AND
OFFICIAL SEAL, AT HIALEAH, DADE COUNTY, FLORIDA.

DATE 09/21, 1998

Alma Echeverria

ALMA ECHEVERRIA
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHARTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT.

FIRST THAT :MAURO RODRIGUEZ(SS#592-41-2299) IS
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT THE CITY OF: MIAMI

COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS
NAMED REGISTERED AGENT OF: MSR IMPORT AND EXPORT .INC.

LOCATED AT: 500 MINOLA DR., MIAMI SPRINGS, FL. 33166

COUNTY OF:MIAMI-DADE STATE OF: FLORIDA

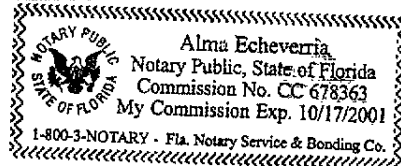
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
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.

MAURO RODRIGUEZ
(REGISTERED AGENT)

Alma Echeverria
ALMA ECHEVERRIA
NOTARY PUBLIC.



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MSR IMPORT AND EXPORT. INC.

2. The name and address of the registered agent and office is:

MAURO RODRIGUEZ

(Name)

500 MINOLA DR.

(P.O. Box not acceptable)

MIAMI SPRINGS FL. 33166

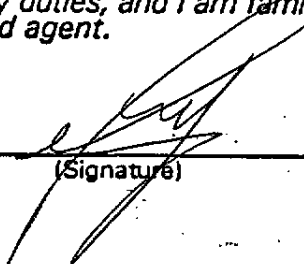
(City/State/Zip)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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)

09/21/98

(Date)