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LAW OFFICES

*Stephen N. Rosenthal*

12000 BISCAYNE BOULEVARD

SUITE 505

*North Miami, Florida 33181*

SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

FILED  
98 DEC -9 AM 10:55  
TALLAHASSEE, FLORIDA  
TELEPHONE (905) 899-9520  
"FAX" (905) 899-9215

December 7, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002707101-7  
-12/09/98-01048-004  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Re: Incorporation of A & C  
International Trading Corp.

To Whom It May Concern:

This will serve to advise your department that the undersigned attorney represents the incorporators of a company now known as A & C International Trading Corp. pursuant to which I am enclosing an original and copy of my client's Articles of Incorporation.

Additionally, I am enclosing a check in the amount of \$75.00 which represents the fee for filing same.

Based upon the foregoing, I would appreciate your filing the enclosed Articles, and thereafter returning a copy of same directly to my office in the self addressed, stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encls.

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TALLAHASSEE, FLORIDA  
DIVISION OF STATE

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12/10

ARTICLES OF INCORPORATION

OF

A & C INTERNATIONAL TRADING CORP.

\*\*\*\*\*

THE UNDERSIGNED do hereby associate ourselves  
for the purpose of forming a corporation under the laws of the  
State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

A & C INTERNATIONAL TRADING CORP.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of selling,  
distributing, importing, exporting, manufacturing and retailing  
of furniture products and supplies, arts, crafts as well as  
household and business supplies and products, together with any  
and all acts necessary and/or related to the operation of said  
business.

B. To carry on and engage in any business or activity  
which may be authorized and permitted under and by virtue of the  
laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock  
in the following manner, to wit:

(1000) shares of common stock, having no par value.

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TALLAHASSEE, FLORIDA

#### ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

6941 Northwest 82nd Avenue  
Miami, Florida 33166

#### ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Enrique Alvarez, and the Registered Office shall be located at: 6941 Northwest 82nd Avenue, Miami, Florida 33166, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

#### ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they

so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

| <u>NAME</u>        | <u>OFFICE</u>        | <u>ADDRESS</u>                                              |
|--------------------|----------------------|-------------------------------------------------------------|
| Enrique Alvarez    | President/Treasurer  | 6941 N.W. 82nd Avenue<br>Miami, Florida 33166               |
| Eduardo Lopez Curi | Vc. President/Secty. | 61 Southwest 91st Ave.<br>Apt. 305<br>Plantation, Fl. 33324 |

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                                                   |
|--------------------|------------------------------------------------------------------|
| Enrique Alvarez    | 6941 N.W. 82nd Avenue<br>Miami, Florida 33166                    |
| Eduardo Lopez Curi | 61 Southwest 91st Ave.<br>Apartment 305<br>Plantation, Fl. 33324 |

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                                              | <u>NO. OF SHARES<br/>SUBSCRIBED</u> | <u>AMOUNT OF<br/>SHARES</u> |
|--------------------|-------------------------------------------------------------|-------------------------------------|-----------------------------|
| Enrique Alvarez    | 6941 N.W. 82 Ave.<br>Miami, Florida 33166                   | 510                                 | \$ 2,600.00                 |
| Eduardo Lopez Curi | 61 S.W. 91st Ave.<br>Apartment 305<br>Plantation, Fl. 33324 | 490                                 | \$ 2,400.00                 |

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS

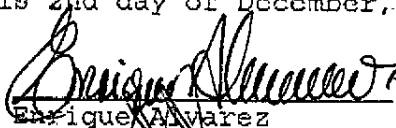
That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by

the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

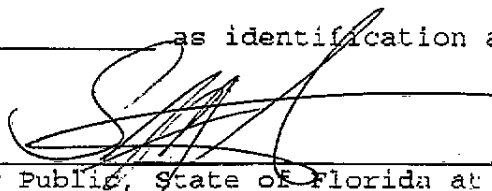
IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Dade County, Florida, this 2nd day of December, 1998.

 (SEAL)  
Enrique Alvarez

 (SEAL)  
Eduardo Lopez Curi

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF            )


The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of December, 1998, by Enrique Alvarez, who is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by Eduardo Lopez Curi, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of A & C INTERNATIONAL TRADING CORP., and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 6941 Northwest 82nd Avenue, Miami, Florida 33166.

  
Registered Agent  
Enrique Alvarez

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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