

PP9000016888

A.A.A. ACCOUNTING GROUP, INC.

275 NW Fontainebleau Blvd # 130

Miami, Florida, 33172 .

Ph 305 225 8066 = fax 305 553 2900

January 21, 1999.

Department of State  
Division of Corporations  
George Firestone Blvd # 409  
East Gaines Street  
Tallahassee, Florida, 32399

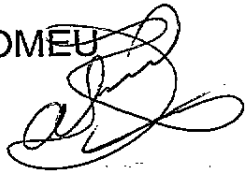
600002751016--7  
-01/22/99--01013--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

subject: MARTIN'S ASSOCIATES, INC.  
(Proposed Corporate Name)

Enclosed is an original and (1) copy of the articles of incorporation  
and a check # 1219 in the amount of \$ 78.75, covering filing fees and  
certificate.

From: ANTONIO A ROMEU  
275 NW FONTAINEBLEAU BLVD # 130  
MIAMI, FLORIDA, 33172

ANTONIO A ROMEU



EFFECTIVE DATE  
2-14-99

FILED  
99 FEB 19 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~WFF-2006~~  
Dmc  
1-27-99

~~2544~~

AAA ACCOUNTING GROUP INC.  
275 NW FONTAINEBLEAU BLVD # 130  
MIAMI, FLORIDA, 33172  
Tel: 305 225 8066 Fax: 305 553 2900

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February 16 1999.

Ms. Doris McDuffie  
Corporate Specialist Supervisor  
Division of Corporations  
P O BOX 6327  
Tallahassee, Florida, 32314.

Subject: Martin's Associates, Inc.  
Ref: Number : W9900002006  
Your letter number: 699A00003574.

Attached the present, you will find new document in the name of MIAMI IMPEX  
INTERNATIONAL INC. in order to replace the rejected name Martin's Associates, Inc.

Your prompt attention to incorporate the new document will be highly appreciated.

Antonio A. Romen





**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

January 27, 1999

**ANTONIO A. ROMEU**  
**A.A.A. ACCOUNTING GROUP, INC.**  
**275 NW FONTAINEBLEAU BLVD #130**  
**MIAMI, FL 33172**

**SUBJECT: MARTIN'S ASSOCIATES, INC.**  
**Ref. Number: W99000002006**

We have received your document for MARTIN'S ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

**Doris McDuffie**  
Corporate Specialist Supervisor

**Letter Number: 699A00003574**

**ARTICLES OF INCORPORATION**

**OF**

**MIAMI IMPEX INTERNATIONAL INC.**

**FILED**  
99 FEB 19 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE 1. NAME:**

The name of the corporation is:

**EFFECTIVE DATE**  
2-14-99

**MIAMI IMPEX INTERNATIONAL INC.**

**ARTICLE II; DURATION**

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III; PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

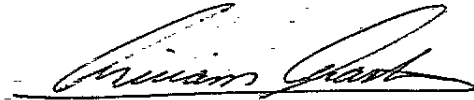
**ARTICLE IV. CAPITAL STOCK.**

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares"

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.**

The name and address of the initial registered agent and office is as follows:

MIRIAM MARTIN  
9450 SW 79 STREET  
MIAMI, FLORIDA, 33173.



#### ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

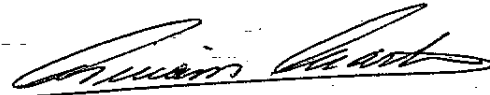
9450 SW 79 STREET  
MIAMI, FLORIDA, 33173

#### ARTICLE VII.. INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

MIRIAM MARTIN  
(Director - President)  
9450 NW 79 STREET  
MIAMI, FLORIDA, 33173

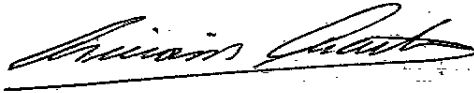


JORGE L. MARTIN  
(Vice President - Secretary - Director)  
9450 NW 79 STREET  
MIAMI, FLORIDA, 33173

## ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

**MIRIAM MARTIN  
9450 NW 79 STREET  
MIAMI, FLORIDA, 33173**

A handwritten signature in cursive script, appearing to read "Miriam Martin", written in dark ink.

Signature of Incorporator

## ARTICLE IX. AMENDMENT OF ARTICLES.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

## ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

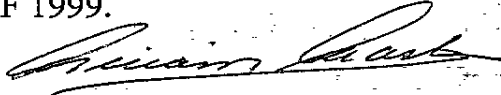
ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT

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

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION  
EXECUTED THESE ARTICLES OF INCORPORATION AT THIS FOURTEEN  
(14) OF FEBRUARY OF 1999.



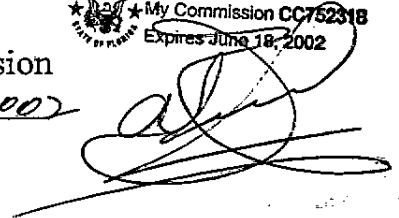
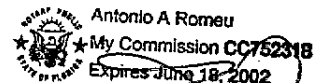
BEFORE ME, The undersigned authority, personally appeared:

MR. MIRIAM MARTIN. TO me knows to be the person who executed the foregoing Articles of Incorporation and he acknowledge to and before me that he executed such instrument.

Sworn and subscribed before me on this February 14-99

Identification: U S Passport No. 045238372

Notary Public  
Of Florida, my commission  
Expires June 18-2002



FILED

99 FEB 19 AM 11:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATED REGISTERED AGENT AND REGISTERED  
OFFICE:

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designated the registered office/registered agent, in the State of Florida.

1.- The Name of the Corporation is:

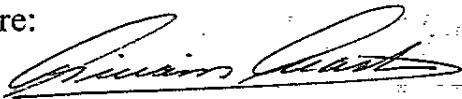
MIAMI IMPEX INTERNATIONAL INC.

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

MIRIAM MARTIN  
9450 NW 79 STREET  
MIAMI, FLORIDA, 33173

Having been named as Registered Agent and to accept service of process for the above stated corporation and 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 obligation of my position as registered agent.

Signature:



Date: Feb 14-99