

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-03/23/99--01053--015

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. P F OVERSEAS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF
P. F. OVERSEAS, INC.

FILED
99 MAR 23 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - CORPORATE NAME

P F OVERSEAS, INC

ARTICLE II - NATURE OF CORPORATE BUSINESS

A. Primarily to engage in the import & export business of durable goods, and in general to perform any duties that may be related thereto.

B. To engage in any other business authorized or permitted under the Laws of the State of Florida and/or the Laws of the United States of America.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred shares of Common Stock, having no par value.

ARTICLE IV - INITIAL REGISTERED AGENT

The Corporation's initial Registered Agent in the State of Florida shall be: Pedro Ferrer
6230 W 24th Ct # 104-7
Hialeah, Fla. 33016.

ARTICLE V - BOARD OF DIRECTORS.

The number of Directors of this Corporation shall be no less than one and no more than ten.

ARTICLE VI - INITIAL DIRECTORS

The names and post office addresses of each member of the first Board of Directors are:

Pedro Ferrer
6230 W 24th Ct # 104-7
Hialeah, FL 33016

ARTICLE VII - INCORPORATORS

The names and post office addresses of each Incorporator executing these Articles of Incorporation are:

Pedro Ferrer
6230 W 24th Ct # 104-7
Hialeah, Fl. 33016

ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

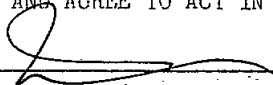
ARTICLE XIII - PRINCIPAL ADDRESS OF THIS CORPORATION :

6230 W 24th Ct # 104-7
Hialeah, Fl. 33016

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is the subject to this reservation. We, the undersigned, do hereby subscribe to the Articles of Incorporation and file same hereby declaring and certifying that the facts herein stated are true.

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.


 PEDRO FERRER, Director, Registered Agent

STATE OF FLORIDA

SS.

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Pedro Ferrer to me well known the person described herein

who, upon being first duly sworn upon oath, acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

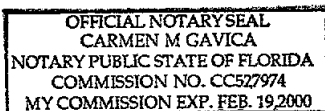
IN WITNESS WHEREOF, I have hereunto set my hand affixed my Official Seal, in the state and county aforesaid this 20th day of March 1999

FILED
 99 MAR 23 PM 1:58
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



NOTARY PUBLIC
 State of Florida at Large

CARMEN M GAVICA



By Commission expires: