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DIVISION OF CORPORATIONS

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From: Joseph Amelio
1151 Admiral's Walk
Vero Beach - Fl. 32963

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T NUMBER(S), (if known):

1. Kopa Imports Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

D. BROWN APR 14 1999

ARTICLES OF INCORPORATION

OF

KOPA IMPORTS INC.

We, the undersigned, being of full age, do hereby agree to become a corporation for profit under the provisions of Chapter 607 of the Florida Statutes, and do hereby accept all the rights, privileges, benefits, and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof and hereby make, subscribe, certify, acknowledge, and file, these Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be KOPA IMPORTS INC. , a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned.

1. To acquire by lease, purchase, gifts, devise, contract , concession or otherwise, and to hold, own, develop, explore, improve, operate, lease, enjoy, control, manage, or otherwise turn to account mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, lands, patents, franchise, rights privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

2. To manufacture, purchase or otherwise, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods wares, merchandise and property of every kind, nature and description.

3. To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, territory, state, government or colony, or dependency thereof.

4. To acquire and to make payment therefor in cash or in stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferror, or in any other way, the good will, rights and property, the whole or any part the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchases; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient for the conduct and the management thereof.

5. To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, assure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal, and turn to account, letter patent, patents, patents rights, patents applied for or to be applied for, trademarks, trade, name and symbols, distinctive marks and indications of origin or ownership, copyrights, licenses, processes, data, and formula of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or any other country or countries whatsoever, and with a view to the working and development of

the same, to carry on any business, whether manufacturing or otherwise, which the corporation may

think calculated, directly or indirectly, to effectuate these objects.

6. To underwrite, subscribe for, purchase, invest, in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, within the State of Florida, in other states, the District of Columbia, the territories, colonies, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons rightfully might or could do and in any part of the world, as principals, agents, contractors, trustee or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Article II of this Certificate of Incorporation shall, except where otherwise specified, be no wise limited or restricted by reference to or inference from the terms of any other paragraph or by any other article in this Certificate of Incorporation, but that the objects, purposes, or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purpose herein shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of ONE DOLLAR (\$1.00) each.

All stock issued by this corporation shall be paid and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors or shareholders. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the corporation shall be subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrator heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at the price by the shareholders at their annual meeting, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

TERM

The corporation shall continue perpetually unless sooner dissolved according to the law.

ARTICLE V

PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others

ARTICLE VI

CAPITAL

The minimum amount of capital with which this corporation shall begin business under the authority of this Certificate of Incorporation shall be the sum of SIXTY DOLLARS (\$ 60.00)

ARTICLE VII

INITIAL ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is 1151 Admiral's Walk, Vero Beach, FL 32963.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
DOMENICO AMELIO		1370 Jonathan's Trail Vero Beach, FL.32963
JOSEPH AMELIO		1151 Admiral's Walk Vero Beach, FL.32963
DOMENICO DI IORIO		1478 Krin Ct. N.E Palm Bay, FL.32905

There shall be one (1) director initially, the number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE IX

SUBSCRIBERS AND OFFICERS

The names and the addresses of each subscriber of those Articles of Incorporation and a statement of the number of shares of stock subscribed by each is as follow:

JOSEPH AMELIO
1151 Admiral's Walk
Vero Beach, FL 32963
10 shares

The names and addresses of the corporation officers for the first term are:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
JOSEPH AMELIO	President / Tres.	1151 Admiral's Walk Vero Beach, FL 32963
DOMENICO AMELIO	Secretary	1370 Jonathan's Trail Vero Beach, FL 32963
DOMENICO DI IORIO	Vice president	1478 Krin Ct. N.E. Palm Bay, FL 32905

ARTICLES X

OTHER PROVISIONS

1. The corporation shall be managed and operated by a Board of Directors; the Board shall be appointed by a majority of the stockholders.
2. The Board of Directors shall appoint any officers they deem necessary to carry on the business of the Corporation. A President and a secretary treasurer shall be appointed by the Board.
3. A majority of shareholders may dismiss any Director or officer at any time without the necessity of showing cause.
4. All stockholders, directors and officers of the Corporation shall be subject to any and all provisions set out in By-Laws of the Corporation which shall be adopted within fifteen (15) days of the approval of these Articles of Incorporation.

4. All stockholders, directors and officers of the Corporation shall be subject to any and all provisions set out in the By-Laws of the Corporation which shall be adopted within fifteen (15) days of the approval of these Articles of Incorporation.

ARTICLE XI

REGISTERED AGENT

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That KOPA Imports Inc., a Florida corporation, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in Article VII, has named:

JOSEPH AMELIO

as its agent to accept service of process with this State.

The registered office is : 1151 Admiral's Walk
Vero Beach, FL. 32963

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles this

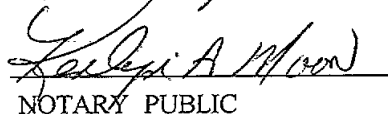
9 day of April, 1999


JOSEPH AMELIO
INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared JOSEPH AMELIO, who after first being duly sworn, depoded and stated that they are the party to the foregoing Articles of Incorporation; that the facts alleged therein are truly set forth and that he is executing this document for the purposes therein expressed as his own act and deed and who has produced Drivers Licenses as identification and who did take an oath.

SWORN to and SUBSCRIBED before me this 9 day of April, 1999


NOTARY PUBLIC

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 PM 2:30

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

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

First - That KOPA Imports Inc., desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles of Incorporation, at City
of Vero Beach, County of Indian River, State of Florida, has named JOSEPH AMELIO,
located at 1151 Admiral's Walk, County of Indian River, City of Vero Beach, 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 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.

By: _____
JOSEPH AMELIO