

TRANSMITTAL LETTER

P99 000037418

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/22/99--01041--001
*****78.75 *****78.75

SUBJECT: Merchandise International Company
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
5-1-99

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Mirian Infante
Name (Printed or typed)

9265 SW 45th Terrace
Address

Miami, Florida 33165-5807
City, State & Zip

(305) 385-1355
Daytime Telephone number

FILED
99 APR 22 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER APR 26 1999

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MERCHANDISE INTERNATIONAL COMPANY**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

EFFECTIVE DATE
5-1-99

ARTICLE 1 – NAME

The name of this Corporation shall be **MERCHANDISE INTERNATIONAL COMPANY** (hereinafter referred to as "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

9265 SW 45th Terrace, Miami, Florida 33165-5807

ARTICLE 4 – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of this Corporation are:

Mirian Infante
9265 SW 45th Terrace
Miami, Florida 33165-5807

ARTICLE 5 – OFFICERS

The officers of this Corporation shall be:

President:	Borja Infante
Vice President:	Mirian Infante

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TALLAHASSEE, FLORIDA

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ARTICLE 6 – DIRECTORS

The directors of this Corporation shall be:

Borja Infante
Mirian Infante

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective on the 1st day of May of 1999.

ARTICLE 14 – INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Borja Infante
9265 SW 45th Terrace
Miami, Florida 33165-5807

SIGNATURE OF INCORPORATOR: Borja Infante DATE: 3-29-99
Borja Infante

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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 OF REGISTERED AGENT: Miriam Infante DATE: 3-29-99
Miriam Infante