

P99000096473

Florida Department of State

Division of Corporations

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americas int'l corp.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 26, 1999

EMPIRE

SUBJECT: AMERICAS INT'L CORP.
REF: W99000024616

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

THE NAME CONFLICT IS AMERICAN INTERNATIONAL, INC. DOC #P9200006326.

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Neysa Culligan
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**ARTICLES OF INCORPORATION
OF**

AMERICA'S INT'L CORP. OF DADE COUNTY

ARTICLE I - NAME

The name of the corporation is:

AMERICA'S INT'L CORP. OF DADE COUNTY

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, as a corporation actively engaged in the business of import and export of supplies and otherwise for the purpose of transacting any other lawful business within this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10300 Sunset Drive, Suite 265 , Miami, Florida 33173 and the name of the initial registered agent of this corporation at that address is JOSE JOAQUIN TORIBIO-SENCION.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is:

10300 Sunset Drive, Suite 265 , Miami, Florida 33173.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

JOSE JOAQUIN TORIBIO-SENCION
10300 Sunset Drive, Suite 265
Miami, Florida 33173

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JOSE JOAQUIN TORIBIO-SENCION
10300 Sunset Drive, Suite 265
Miami, Florida 33173

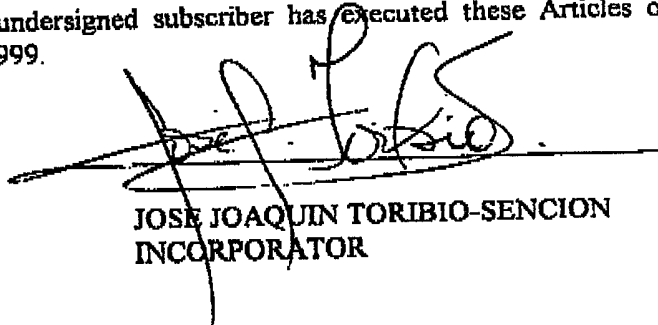
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

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 upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of October, 1999.


JOSE JOAQUIN TORIBIO-SENCION
INCORPORATOR

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STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSE JOAQUIN TORIBIO-SENCION, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this ____ day of October, 1999.

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

BE IT KNOWN THAT:

AMERICA'S INT'L CORP. OF DADE COUNTY., desiring to organize or qualify under the laws of the State of

Florida, with its principal place of business in Miami-Dade County, Florida, has named JOSE JOAQUIN TORIBIO-SENCION, whose address is 10300 Sunset Drive, Suite 265; Miami, Florida 33173, as its agent to accept service of process within Florida.

AMERICA'S INT'L CORP. OF DADE COUNTY,

By: 

JOSE JOAQUIN TORIBIO-SENCION

DATED this ____ day of October, 1999.ACCEPTANCE

Having been named to accept service of process for AMERICA'S INT'L CORP. DADE COUNTY at 10300

Sunset Drive, Suite 265, Miami, Florida, 33173, I hereby agree to act in this capacity, and

I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


 JOSE JOAQUIN TORIBIO-SENCION,

REGISTERED AGENT

DATED this ____ day of October, 1999.

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