

P99000098/59

THOMAS A. FOGT, ESQ.

Attorney at Law  
700 Colorado Avenue  
Stuart, Florida 34994-3086

Thomas A. Fogt  
Board Certified Real Estate Lawyer

Telephone: (561) 288-3303  
Facsimile: (561) 286-3303  
E-Mail: attyfogt@treco.net

Of Counsel  
Robert H. Matheson, Jr.

October 27, 1999

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

4000003036734--2  
-11/05/99--01077--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Please find enclosed an original and duplicate copy of Articles of Incorporation for filing with the State of Florida. Also enclosed is a check in the amount of \$70.00 to cover the costs of filing same. Once this corporation has been filed, please be so kind as to forward a time/date stamped copy to our office in the return envelope enclosed.

Should you need anything further to complete this matter, please contact our office. Thank you for your assistance.

Very truly yours,

*Deborah D. Haas*

Deborah D. Haas  
Legal Assistant

/ddh  
encs.

FILED  
99 NOV -5 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH NOV 18 1999

ARTICLES OF INCORPORATION

OF

BLACK SEA IMPORTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV -5 PM 2:21

FILED

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is BLACK SEA IMPORTS, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

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

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. PREEMPTIVE RIGHTS

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

price may be in excess of par value.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 903 SE Central Parkway, Stuart, FL 34994.

#### ARTICLE VII. DIRECTORS

The corporation shall have three (3) Directors initially.

The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

RONALD J. RIETH	2376 NW Fork Road Stuart, FL 34994
-----------------	---------------------------------------

SUSAN R. RIETH	2376 NW Fork Road Stuart, FL 34994
----------------	---------------------------------------

STEFAN A. MINOVICI	145 W 96 <sup>th</sup> Street, D New York, NY 10025
--------------------	--

#### ARTICLE IX. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

RONALD J. RIETH	2376 NW Fork Road Stuart, FL 34994
-----------------	---------------------------------------

SUSAN R. RIETH	2376 NW Fork Road Stuart, FL 34994
----------------	---------------------------------------

STEFAN A. MINOVICI	145 W 96 <sup>th</sup> Street, D New York, NY 10025
--------------------	--

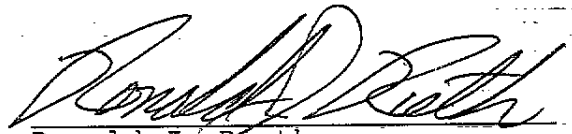
ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles be made.

ARTICLE XI. REGISTERED AGENT AND OFFICE

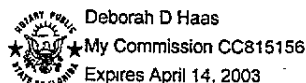
The Registered Agent designated for this corporation is RONALD J. RIETH, 2376 NW Fork Road, Stuart, FL 34994.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2 day of November, 1999.

  
Ronald J. Rieth

STATE OF Florida  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 2 day of November, 1999, by RONALD J. RIETH, who is personally known to me or ☒ who has produced and Susan R. Rieth Driver's Licenses as identification, and who ☐ did not take an oath.



  
Notary Public

  
Susan R. Rieth

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this

29 day of October, 1999, by SUSAN R. RIETH, who is personally known to me or ☐ who has produced Driver License #234 495 468 as identification, and who ☐ did ☐ did not take an oath.

Signed  
Stefan  
Minovici

ROLAND E. MINIAS  
Notary Public, State of New York  
No. 01M15083701  
Qualified in Queens County  
Commission Expires August 18, 2001

Stefan A. Minovici

[Signature]  
Notary Public

[Signature]  
Stefan A. Minovici

STATE OF New York  
COUNTY OF New York

The foregoing instrument was acknowledged before me this 29 day of October, 1999, by STEFAN A. MINOVICI, who is personally known to me or ☐ who has produced Driver License #234 495 468 as identification, and who ☐ did ☐ did not take an oath.

\_\_\_\_\_  
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of BLACK SEA IMPORTS, INC.

DATED this 2 day of November, 1999.

[Signature]  
Ronald J. Rieth,  
Registered Agent

FILED  
99 NOV -5 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA