

P950000 45945

TRANSMITTAL LETTER

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

FILED
1995 JUN -8 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SANDKICK CORP.
(Proposed corporate name - must include suffix)

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: JUAN C. MARTINEZ.
Name (printed or typed)

10245 S.W. 154 Place. Unit 107.
Address

Miami, Florida. 33196.
City, State & Zip

(305) 388-0056.
Daytime Telephone number

600001507986
-06/08/95--01013--017
*****78.75 *****78.75

CUS

R. GIBBS JUN 14 1995

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

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles or Incorporation.

ARTICLE I : NAME.

The name of the corporation shall be:

SANDKICK CORPORATION.

ARTICLE II : PRINCIPAL OFFICE.

Principal place of business and mailing address of this corporation shall be:

*10245 S.W. 154 PLACE. UNIT 107
MIAMI, FLORIDA. 33196*

ARTICLE III : DURATION.

The duration of the corporation shall be perpetual.

ARTICLE IV: PURPOSES.

The objects and purposes for which this corporation is organized, is the ownership and management of a business dedicated to the marketing, sales and distribution of consumer products and any other business permitted by law.

ARTICLE V: SHARES.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 SHARES WITH A VALUE OF 1.00 DOLLAR EACH.

ARTICLE VI: SHARES.

The shareholders have the pre-emptive right to acquire additional shares of stock.

ARTICLE VII:

Provisions for the regulation of the internal affairs of the corporation are contained in the By-Laws of the corporation.

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ARTICLE VIII:

The corporation will not commence business until at least one hundred dollars (\$100.00) has been received by it as consideration for the issuance of shares.

ARTICLE IX:

The following persons shall constitute the initial board of directors of the Corporation, and shall serve until the first annual meeting or until his successors shall be elected:
JUAN CARLOS MARTINEZ, Who resides at 10245 S.W. 154 Place Unit 107, Miami, Florida 33196. NUBIA E. GONZALEZ, Who resides at 10245 S.W. 154 Place Unit 107, Miami Florida. 33196. JUAN CARLOS GONZALEZ, Who resides at 4135 Wimbledon Drive Unit 114, Cooper City, Florida. 33026. and ELIZABETH C. CIBRIAN, Who resides at 4135 Wimbledon Drive Unit 114, Cooper City, Florida. 33026.

ARTICLE X:

The incorporators of this Corporation are: JUAN C. MARTINEZ, NUBIA E. GONZALEZ, JUAN CARLOS GONZALEZ, and ELIZABETH C. CIBRIAN.

ARTICLE XI:

The articles of incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in office.

ARTICLE XII: INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JUAN C. MARTINEZ.
10245 S.W. 154 Place.
UNIT 107.
Miami, Florida. 33196.

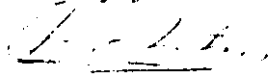
JUAN CARLOS GONZALEZ
4135 Wimbledon Drive
UNIT 114.
Cooper City, Florida. 33026.

NUBIA E. GONZALEZ.
10245 S.W. 154 Place.
UNIT 107.
Miami, Florida. 33196.

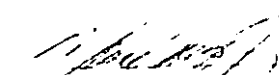
ELIZABETH C. CIBRIAN.
4135 Wimbledon Drive
UNIT 114
Cooper City, Florida. 33026.

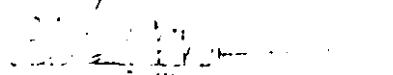
Note: affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of June, 1995.


Signature


Signature


Signature


Signature

DIANA L. DETRES
Notary Public, State of Florida
My Commission Expires March 16, 1997
Commission No. CC 267174

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SANDKICK CORP.

2. The name and address of the registered agent and office is:

JUAN C. MARTINEZ.

(NAME)

10245 S.W. 154 Place. Unit 107

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida. 33196.

(CITY/STATE/ZIP)

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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)

June 2nd. , 1995.

(DATE)