

P000000 71179

TRANSMITTAL LETTER

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

400003333284--8
-07/24/00-01098-015
*****87.50 *****87.50

SUBJECT: ROMMEL DISTRIBUTION, INC.
(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 of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 24 PM 12:22

FILED

FROM: HENRY MENEZES
Name (Printed or typed)

1704 N. GOLDENROD RD # 105
Address

ORLANDO, FL 32807
City, State & Zip

407 381-1158
Daytime Telephone number

F. CHESTER JUL 2 6 2000

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

**ARTICLES OF INCORPORATION
OF
ROMMEL DISTRIBUTION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act. Hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ROMMEL DISTRIBUTION, INC.

ARTICLE II - PRINCIPAL OFFICE

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

1704 N. Goldenrod Rd
Suite 105
Orlando, FL 32807-8459

ARTICLE III - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 24 PM 12:22

FILED

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing, execution and acknowledgment of these Articles with the Department of State.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Henry Menezes
1132 Eagles Watch Tr
Winter Springs, FL 32708

ARTICLE VII - INCORPORATOR

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

Henry Menezes
1132 Eagles Watch Tr
Winter Springs, FL 32708

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of 2 (two) directors. The name and the address of the initial Board of Directors shall consist of:

Henry Menezes
1132 Eagles Watch Tr
Winter Springs, FL 32708

Rosane Menezes
1132 Eagles Watch Tr
Winter Springs, FL 32708

ARTICLE IX - AMENDMENT OF ARTICLES

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 shareholders is subject to this reservation.

ARTICLE X - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for this service shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extend permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every shareholder, 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 (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

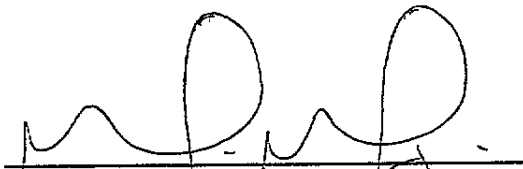
ARTICLE XII - VOTING

At each election every shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by majority of the votes cast.

ARTICLE XIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of July 2000.




INCORPORATOR - Henry Menezes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 24 PM 12: 22

FILED

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



REGISTERED AGENT - Henry Menezes