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Miami Business Review

Requestor's Name

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Miami FL

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Phone

(305) 377-3721

VALIDATION ONLY

CORPORATION(S) NAME

The 1, 3 & 5 Super Stores Corporation

- Profit
- NonProfit
- Foreign
- Limited Partnership
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ARTICLES OF INCORPORATION  
OF  
**THE 1, 3 & 5 SUPER STORES CORPORATION**

**FILED**

2004 FEB 25 A 10: 57

Article I  
NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation is: **THE 1, 3 & 5 SUPER STORES CORPORATION.**

Article II  
DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III  
PURPOSE

*This corporation is organized for the following purposes:*

To sell and buy at wholesale and retails general merchandise. To import and export all kind of own merchandise or other's and freight company. To sell and buy at wholesale and retail own or other's items of processed or natural food and beverages. The preparation and manufacturing of food and meals. The management of restaurant own or of other's. To sell and buy at wholesale and retail items of gold and gems jewelry, plated or otherwise. To manufacture and develop new items of jewelry from gold and gems and or other minerals. To sell and buy at wholesale and retail items of electric and electronics for consumers or industrial use. To manufacture and develop new items of electric and electronics for consumers or industrial use. To sell and buy at wholesale and retail electric or gas vehicles for consumers or commercial use. To manufacture and develop or customize new items of electric or gas vehicles for consumers or commercial use. To sell and buy real state. To manager of real estate own or of other's. To design and develop in real state. To import and export all kind of own merchandise or other's and freight company. To engage in any legal business except those limited by law.

Article IV  
CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of US\$ 1.00 (one dollar) par value common stock, which shall be designated " Common Shares " and (none) shares of preferred shares of (none) per share par value which shall be designated " Preferred Shares ".

Article V  
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 may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the of the initial registered office of this corporation is:

**28 SE 1<sup>st</sup> Avenue, Miami, FL 33131,**

and the name of the initial registered agent of this corporation at that address is:

**Antonio Bechara dos Santos**

Article VII  
INCORPORATOR

The names and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Antonio Bechara dos Santos</i>	<i>1230 Capri Street, Coral Gables, FL, 33134</i>
<i>Roseli Guedes de Oliveira</i>	<i>1230 Capri Street, Coral Gables, FL, 33134</i>

Article VIII  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) . The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Antonio Bechara dos Santos</i>	<i>1230 Capri Street, Coral Gables, FL, 33134</i>
<i>Roseli Guedes de Oliveira</i>	<i>1230 Capri Street, Coral Gables, FL, 33134</i>

Article IX  
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

Article X  
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<i>Antonio Bechara dos Santos</i>	<i>50%</i>
<i>Roseli Guedes de Oliveira</i>	<i>50%</i>

Shares hold by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XI  
MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of and business and the affairs of this corporation shall be managed under the direction of the Directors of this corporation. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Antonio Bechara dos Santos</i>	<i>1230 Capri Street, Coral Gables, FL, 33134</i>
<i>Roseli Guedes de Oliveira</i>	<i>1230 Capri Street, Coral Gables, FL, 33134</i>

Article XII  
**POWERS**

This corporation shall have the corporate power:

- a.- To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- b.- To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- c.- To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d.- To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e.- To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f.- To lend money to, and use its credit to assist its officers and employees in accordance with # 607.141.
- g.- To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h.- To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
- i.- To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j.- To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- k.- To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- l.- To make and alter By-Laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- m.- To make donations for the public welfare or for charitable, scientific, or educational purposes.
- n.- To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- o.- To pay pension and establish pension plans, profit sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.
- p.- To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- q.- To have and exercise all powers necessary or convenient to effect its purposes.

Article XIII  
**DIRECTORS RESIDENCY AND COMPENSATION**

Directors of this corporation need not be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XIV  
**DIRECTORS QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

Article XV  
SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Article XVI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

Article XVII  
RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

Article XVIII  
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX  
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

Article XX  
ELECTION OF DIRECTORS AND FILLING OF VACANCIES

The directors of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

Article XXI  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XXII  
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.

Article XXIII  
CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

Article XXIV  
REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

Article XXV  
TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every persons who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

Article XXVI  
SECTION 1244

The shares of the corporation may be issued pursuant to the provision of the Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits there under. IN WITNESS WHEREOF, the undersigned subscriber had executed these Articles of Incorporation this first day of September, 2003.

  
\_\_\_\_\_  
SUBSCRIBER: ANTONIO BECHARA DOS SANTOS

\_\_\_\_\_  
SUBSCRIBER: ROSELI GUEDES DE OLIVEIRA

STATE OF FLORIDA     |  
COUNTY OF DADE     | SS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ANTONIO BECHARA DOS SANTOS, know to me and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my and affixed my official seal, in the state and county aforesaid, this                      day of September, 2003.

MY COMMISSION EXPIRES:

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT-LARGE



Jesus R. Torrealba  
Commission #DD239076  
Expires: Aug 05, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

PAGE FIVE

**CERTIFICATE OF RESIDENT AGENT**

*In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:*

*FIRST: That*

**" THE 1, 3 & 5 SUPER STORES CORPORATION",**

*desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida has named:*

**Antonio Bechara dos Santos,**

*located at:*

**1230 Capri Street,  
City of Coral Gables,  
County of Dade,  
State of Florida,  
ZC 33134**

*as its agent to accept service of process within this State.*

**ACKNOWLEDGMENT**

*Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.*

BY:   
RESIDENT AGENT  
Antonio Bechara dos Santos

2004 FEB 25 A 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**