

01/27/95

07

FLORIDA DIVISION OF CORPORATIONS

305) 592-9591

P. 001

P95000007232

\*\* ENTER 'M' FOR MENU. \*\*

1/26/95

FLORIDA DIVISION OF CORPORATIONS

3:59 PM

PUBLIC ACCESS SYSTEM

((H95000001092))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000001092))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: B & A RANCH CORP.

FAX AUDIT NUMBER: H95000001092

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/26/1995

TIME REQUESTED: 15:59:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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1/26/95

FLORIDA DIVISION OF CORPORATIONS

4:00 PM

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ELECTRONIC PROCESSING MENU

--KEY--

RECEIVED  
JAN 27 14 9:30  
TALLAHASSEE, FL 32399

FILED  
JAN 27 11:05:53  
TALLAHASSEE, FL 32399

H9500001092

ARTICLES OF INCORPORATION  
OF  
B. & A. RANCH CORP.

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: B. & A. RANCH CORP.

ARTICLE II

The general nature of the business and the objects and purpose proposed to be transacted and carried on are to engage in and do any and all activities or businesses permitted under the Laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

FIVE HUNDRED (500) SHARES OF COMMON STOCK \$ 10.00 PAR VALUE

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

Prepared by: Jesus Fernandez  
2714 N.W. 112 Ave.  
Miami, Fl 33172  
(305) 591-3455

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FILED  
65 JAN 27 AM 10:53

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ARTICLE VI

The initial street address of the principal office and place of business of the corporation shall be 7400 SW 123 Avenue, Miami, FL 33183 with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VII

The number of Directors of this corporation shall be not less than one (1) nor more than (5). The corporation shall initially have (1) Directors.

ARTICLE VIII

The corporation shall be managed by the Stockholders unless the Stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the Board of Directors. If the corporation is managed by Directors, the exact number of Directors shall be determined by the Stockholders from time to time, but at no time shall there be less than two (2) Directors. At no time shall the corporation be managed by the Stockholders unless there is at least one (1) Stockholder. Any action required or permitted by Chapter 607, Florida Statutes, to be taken by the Directors or Stockholders shall be taken upon vote of majority of the issued and outstanding stock. Each Stockholder shall be entitled to one vote for each issued and outstanding share of which he or she is the record owner.

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ARTICLE IX

The name and address of the first Director of the Board of Directors of this corporation, who shall hold office for the first year or until owner or successor is elected shall be:

NAME	ADDRESS
JOSE L. ARGUELLES	7400 SW 123 Ave. Miami, FL 33183

ARTICLE X

The name and post office address of the initial subscribers and incorporators:

NAME	ADDRESS
JOSE L. ARGUELLES	7400 SW 123 Ave Miami, FL 33183

The initial subscribers certify that the consideration for the stock for which they have subscribed is not less than the amount of capital necessary to begin business as set forth in Article IV above.

ARTICLE XI

These Articles may be amended, provided, every Amendment is approved by a majority of the Stockholders, who shall also have the power to adopt, alter, amend, and repeal the By-Laws of the corporation. The corporation shall have the power to indemnify any person so entitled by Florida Statutes, Section 607.014, or By-Laws, Stockholders' Agreement, vote of the Stockholders, or otherwise, subject to any limitations prescribed in the aforementioned statute or applicable successor statutes in effect at the time of such indemnification.

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H95000001092

The private property of the Stockholders shall not be subject to the payment of the corporation's debts to 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 to the corporation of such members of the corporation.

### ARTICLE XII

The registered agent to accept service of process within the State for said corporation shall be JOSE I. ARGUELLES

The resident office is located at 7400 SW 123 Ave Miami, FL 33183

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

BY 

IN WITNESS WHEREOF,

JOSE I. ARGUELLES, the undersigned subscribers to the capital stock hereinabove named and the incorporators, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hand and seal this 25th day of January, 1995.

BY 

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STATE OF FLORIDA  
COUNTY DADE

BEFORE ME, the undersigned authority, personally

appeared JOSE L. ARQUELLES

to me well known to be the individuals described herein, and who acknowledged before  
me that they executed same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at

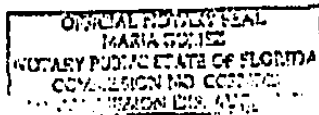
Dade County, Florida, this 25th day of January, 1995.



NOTARY PUBLIC, State of Florida

at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST - THAT B & A RANCH CORP.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED  
JOSE L. ARQUELLES  
LOCATED AT 7400 SW 123 Ave. 33183

STATE OF FLORIDA AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

**ACKNOWLEDGMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CITED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

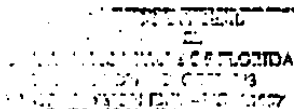
JOSE L. ARQUELLES  
REGISTERED AGENT

DATE: January 25th, 1995

SWORN TO AND SUBSCRIBED

BEFORE ME, THIS 25th  
DAY OF January, A.D. 1995

Diana Morrey  
NOTARY PUBLIC



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57 JUN 07 7:10:53

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CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

3/19/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

9:12 AM

((H96000003917))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

85-3007

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000003917))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: B & A RANCH CORP.

FAX AUDIT NUMBER: H96000003917

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/19/1996

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\*\* ENTER 'M' FOR MENU. \*\*

3/19/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

9:12 AM

Translation: Alcohol and Honey Storage Company Guasabacoa S.A., Inc

Corporation  
Lidia

FILED  
96 MAR 19 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 19, 1996

B & A RANCH CORP.  
7400 S.W. 123 AVE.  
MIAMI, FL 33183

SUBJECT: B & A RANCH CORP.  
REF: P95000007232

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: B96000003917  
Letter Number: 196A00012468

20-111-01-111

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

B A A RANCH CORP.

(present name)

H96000003917

FILED  
96 MAR 19 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

Article I:

COMPANIA DE ALMACENAMIENTO DE ALCOHOLES Y MIELES GUASABACOA S.A., INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 1/5/96

**FOURTH:** Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

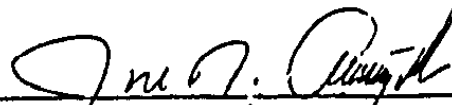
Prepared by: Jose I. Arguelles  
7400 SW 123 Ave. (continued)  
Miami, FL 33183  
(305) 591-3455

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Signed this 18th day of March, 19 96.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the Shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jose I. Arguelle

Typed or printed name

President

Title

H96000003917