

P98000/03395

T **Toca & Company**
Accountants and Consultants
5725 S.W. 77th Terrace
South Miami, FL 33143
(305) 663-8100

800002708488--0
-12/10/98--01024--002
****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ASTROS MANUFACTURERS & DISTRIBUTORS, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
98 DEC 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. Hall

DEC 11 1998

7

Examiner's Initials

ARTICLE OF INCORPORATION
OF
ASTROS MANUFACTURERS & DISTRIBUTORS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be **ASTROS MANUFACTURERS & DISTRIBUTORS, INC.** The principal office of the Corporation shall be located at **7415 NW 7 STREET MIAMI, FLORIDA 33126.**

ARTICLE II.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time ten thousand (10,000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00.

ARTICLE IV.

TERM

This corporation shall have perpetual existence.

ARTICLE V.
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be **Ana M. Encinosa** and the Registered Office shall be located at **7415 NW 7 Street Miami, Florida 33126**, or at such other place as the Board of Directors shall, from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI.
DIRECTORS

This corporation shall have not less than 1 nor more than 9 directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Gilberto B. Dumenigo (President)	7415 NW 7 Street Miami, Florida 33126
Arnoldo E. Aguirre (Vice-President)	7415 NW 7 Street Miami, Florida 33126
Ana M. Encinosa (Treasurer)	7415 NW 7 Street Miami, Florida 33126
Oswaldo Colon (Secretary)	7415 NW 7 Street Miami, Florida 33126

ARTICLE VII.
SUBSCRIBER

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

**Ana M. Encinosa
7415 NW 7 Street
Miami, Florida 33126**

ARTICLE VIII.

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall be given to all shareholders, as required by law or in the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the share holders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county, or nation, or with any private organization, corporation, person, or persons.

Nothing in this Article shall be construed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of the shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear by all other persons, is used.

ARTICLE XII.
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this December 8 1998.

Ana M. Encinosa

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared to me **Ana M. Encinosa** known to be the individual described in and who executed the foregoing Articles of Incorporation of **Astros Manufacturers & Distributors, Inc.** and that she acknowledged before me that she signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this December 8 1998.

Ana M. Toca

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires
Ana M. Toca
716239 EXPIRES
March 22, 2002
BONDED THROUGH TROY FAIN INSURANCE, INC.

FILED

CERTIFICATE ACCEPTING DESIGNATION 08 DEC 10 AM 11:46

AS
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of

ASTROS MANUFACTURERS & DISTRIBUTORS, INC.

and agree to serve as its agent to accept service of process within this State as its
Registered Office.

Ana M. Encina

(SEAL)