

# F95000005/30

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

0000015011785  
-001/22/95--01075--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

ARILA CORPORATION LIMITED

SUBJECT: \_\_\_\_\_  
(Name of corporation - must include suffix)

W95-19215

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MRS GRACE V. CURLING  
(Name of Person)  
ARILA CORPORATION LIMITED  
(Firm/Company)  
7280 Northwest, 60th. Lane  
(Address)  
PARKLAND, FLORIDA 33067  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Mrs Grace V. Curling at ( 305 ) 346-0129  
(Name of Person) (Area Code & Daytime Telephone Number)

FILED  
95 OCT 20 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 25, 1995

**GRACE V. CURLING**  
**ARILA CORPORATION LIMITED**  
**7280 NW 60TH LANE**  
**PARKLAND, FL 33067**

**SUBJECT: ARILA CORPORATION LIMITED**  
**Ref. Number: W95000019215**

We have received your document for ARILA CORPORATION LIMITED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list a current mailing address in #7.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

**Freta Lott**  
Corporate Specialist Supervisor

Letter Number: 495A00043740

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. ARILA CORPORATION LTD.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. GEORGIA  
(State or country under the law of which it is incorporated)

3. 58-2085755  
(FEI number, if applicable)

4. July 29th. 1993  
(Date of Incorporation)

5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")

6. Awaiting Registration to Commence Operation  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Suite 141, 3187 N state Rd 7  
Margate, Florida 33063  
(Current mailing address)

8. See Attached Articles of Incorporation  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Mrs Grace V. Curling

Office Address: 7280 N.W., 60th. Lane

PARKLAND, Florida, 33067  
(Zip Code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

α G. Curling  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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95 OCT 20 PM 4:26  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Chester W. Curling

Address: 125 Parkway Forest Drive, Suite 813, Don Mills Canada M4J 1L2

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Mrs. Grace V. Curling

Address: 7280 N.W. 60th Lane

PARKLAND Florida 33067

Director: Marc-Anthony Curling

Address: 125 Parkway Forest Drive, Suite 813., Don Mills Canada M4J 1L2

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SAME AS CHAIRMAN

Address: \_\_\_\_\_

Vice President: Marc-Anthony Curling

Address: 125 Parkway Forest Drive, Suite 813, Don Mills Canada M4J 1L 2

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: Mrs. Grace V. Curling

Address: 7280 N.W. 60th- Lane, PARKLAND Florida 33067

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

President/Chairman

(Typed or printed name and capacity of person signing application)

FILED  
95 OCT 20 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30331-1330**

DOCKET NUMBER : 952720724  
CONTROL NUMBER : 9321745  
DATE INC/AUTH/FILED: 07/30/1993  
JURISDICTION : GEORGIA  
PRINT DATE : 09/29/1995  
FORM NUMBER : 211

ARILA CORPORATION LTD  
2896 HAVERFORD LANE  
MARIETTA GA 30067

**CERTIFICATE OF EXISTENCE**

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**ARILA CORPORATION LTD.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

**FILED**  
95 OCT 20 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 952500188  
CONTROL NUMBER : 9321745  
DATE INC/AUTH/FILED: 07/30/1993  
JURISDICTION : GEORGIA  
PRINT DATE : 09/07/1995  
FORM NUMBER : 215

ARILA CORPORATION LTD  
2896 HAVERFORD LANE  
MARIETTA GA 30067

**CERTIFIED COPY**

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**ARILA CORPORATION LTD.**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

OFFICE OF THE SECRETARY OF STATE  
CORPORATION AND REGULATION  
DIVISION  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9321745  
EFFECTIVE DATE: 07/30/1993  
COUNTY: COBB  
REFERENCE: 0076  
PRINT DATE: 09/28/1993  
FORM NUMBER: 311

CHESTER W. CURLING  
2896 HAVERFORD LANE  
MARIETTA GA 30067

#### CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ARILA CORPORATION LTD.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-4894

CEMETERIES  
656-3078

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

# ARTICLES OF INCORPORATION

OF

ARILA CORPORATION LTD.

I

THE NAME OF THE CORPORATION IS ARILA CORPORATION LTD.

II

THE CORPORATION IS ORGANIZED PURSUANT TO THE PROVISIONS OF THE STATE OF GEORGIA BUSINESS CORPORATION CODE.

III

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IV

THE CORPORATION IS A CORPORATION FOR PROFIT AND THE MAIN PURPOSE FOR WHICH THE CORPORATION IS ESTABLISHED ARE: BUT NOT LIMITED TO THE FOLLOWING.

- (A) TO ENGAGE IN THE GENERAL BUSINESS OF PROCESSING, MIXING, PACKAGING, AND GENERALLY DEALING IN AND HANDLING FOOD PRODUCTS AND EDIBLES OF VARIOUS KINDS AND CHARACTER, AND SELLING SAME AT WHOLESALE AND RETAIL, IN BULK OR IN CANS OR PACKAGES, AND IN CONJUNCTION WITH OTHER TYPES OF COMMODITIES USEFUL IN CONNECTION WITH SUCH OPERATIONS THE PRODUCTS TO BE PROCESSED, MANUFACTURED, AND SOLD BY SAID CORPORATION TO INCLUDE HASH AND MEAT PRODUCTS, FISH AND FISH PRODUCTS, FRUITS AND VEGETABLES BOTH LOCAL AND IMPORTED, SOUPS, SAUCES, CONDIMENTS AND RELISHES, THE SAME TO BE CANNED, BOTTLED, PACKED IN TIN, GLASS, ALUMINIUM PLASTIC, PAPER, OR ANY AND ALL OTHER TYPES OF CONTAINERS, SUCH OPERATIONS TO INCLUDE QUICK-FREEZE AND STORING OF FROZEN FOODS, BOTH FOR THE CORPORATION AND/OR OTHERS, ALSO, ALL OTHER ACTS NECESSARILY INCIDENT IN THE OPERATION AND CONDUCT OF SUCH INDUSTRY.
- (B) TO RAISE, PRODUCE, MANUFACTURE, BUY, SELL AND OTHERWISE DEAL IN ANY AND ALL KINDS OF FARM AND DAIRY PRODUCTS INCLUDING ALL TOOLS, MACHINERY, EQUIPMENT, AND SUPPLIES USED IN ANY DIRECT OR INCIDENTAL CONNECTION THEREWITH; AND TO ANY AND ALL ACTS AND THINGS NECESSARY, CONVENIENT EXPEDIENT, ANCILLARY, OR IN CONNECTION TO THE ACCOMPLISHMENT OF THE FOREGOING.



- (C) TO ENGAGE IN THE BUYING AND SELLING OF CATTLE, SHEEP, HOGS, AND GOATS AND THE WHOLESALE AND RETAIL BUYING AND SELLING AND THE MANUFACTURING OF PACKING HOUSE PRODUCTS, INCLUDING MEATS, SAUSAGES, AND OTHER ARTICLES OF A SIMILAR NATURE; TO BUY, SELL, AND MANUFACTURE THE ABOVE MENTIONED COMMODITIES FOR THEIR OWN ACCOUNT OR TO ACT AS AGENTS OF OTHERS IN HANDLING SAID COMMODITIES ON COMMISSION OR BROKERAGE; TO OPERATE AN ABATTOIR.
- (D) TO CONDUCT THE BUSINESS OF BUYING, RAISING, AND SELLING, POULTRY OF ALL KIND AND CHARACTER, AND LIVESTOCK OF ALL KINDS, TO SELL AND TRADE ORGANIC OR CHEMICAL FERTILIZERS, FEED, MACHINERY, EQUIPMENT AND ALL OTHER ITEMS NECESSARY TO CONDUCT SUCH A BUSINESS, WITH THE RIGHT OF CONTRACTING AND PURCHASING OF FRANCHISES AND LICENSES FOR THE USE OF TRADE NAMES, TRADEMARKS, PATENT RIGHTS, AND COPYRIGHTS, AND FOR THE PURPOSE OF THE USE OF DIFFERENT PLANS AND PROCESSES IN THE CARRYING ON OF THE BUSINESSES INDICATED HEREIN.
- (E) TO OPERATE A BUSINESS IN THE FABRICATING OF METALS OF EVERY KIND AND CHARACTER; TO PURCHASE, SELL, AND DISPOSE OF SUCH PRODUCTS AND MATERIALS; TO PURCHASE, SELL, AND OTHERWISE DEAL IN BUILDING PRODUCTS AND MATERIALS OF EVERY KIND AND DESCRIPTION, AND TO DO ALL AND EVERYTHING INCIDENTAL TO CARRYING ON SUCH A BUSINESS INDICATED HEREIN.
- (F) TO CARRY ON THE BUSINESS OF ESTABLISHING AND CONDUCTING A GENERAL DEPARTMENT STORE BUSINESS, INCLUDING THE BUYING, LEASING, MANUFACTURING, SELLING, AND OTHERWISE DEALING IN MERCHANDISE, HARD AND SOFT GOODS, WARES AND OTHER SUCH COMMODITIES OF ALL KINDS AND DESCRIPTION; AND TO DO ANY AND ALL ACTS AND THINGS NECESSARY, CONVENIENT, AND ANCILLARY, OR IN THE AID OF THE ACCOMPLISHMENT OF THE FOREGOING.
- (G) TO OWN, BUY, SELL, BARTER, EXCHANGE, IMPROVE, LEASE, RENT, AND HOLD REAL ESTATE AND PERSONAL PROPERTY; TO BUILD, OWN, CONSTRUCT, BUY AND SELL HOUSES, PARTICULARLY THOSE UNDER THE FEDERAL HOUSING ADMINISTRATION PLAN, TO BUILD, OPERATE, AND FINANCE UTILITY SERVICES IN CONNECTION WITH ANY HOUSING PROGRAM, INCLUDING WATER SYSTEMS, SEWER SYSTEMS, AND SEWER DISPOSAL PLANTS, TO GRADE, CONSTRUCT, BUY, AND PAVE STREETS, CURBS, AND GUTTERING, AND TO INSTALL FIRE HYDRANTS AND STREET LIGHTING SYSTEMS, TO OWN SEWER LINES AND TO CHARGE FOR CONNECTIONS THERETO, TO BUY, SELL, OWN, INSTALL AND DEAL IN LINES OF WATER SUPPLY FOR THE PURPOSE OF SUPPLYING WATER.

(H) TO ENTER INTO PARTNERSHIPS WITH INDIVIDUALS, CORPORATIONS AND INTO CONTRACTS; TO SUBSCRIBE FOR, OWN, HOLD, PURCHASE, SELL AND DISPOSE OF STOCKS OR BONDS OF OTHER CORPORATIONS AND ASSOCIATIONS, TO LEND MONIES AT LEGAL RATES OF INTEREST TO BORROW MONEY AND MAKE MORTGAGES, SECURE DEEDS, AND NOTES, TO ACQUIRE, OWN, BUY, AND SELL ITS OWN STOCK; TO GUARANTEE, BECOME SURETY UPON, OR ENDORSE THE CONTRACTS OR OBLIGATIONS OF ANY OTHER CORPORATION, FIRM, ASSOCIATION, AND INDIVIDUAL WHETHER THE CORPORATION HAS ANY DIRECT INTEREST IN THE SUBJECT MATTER OF THE CONTRACT OR NOT, AND ALSO TO MAKE ANY PURELY ACCOMMODATION GUARANTEE OR CONTRACT OF SURETY.

(I) TO ENGAGE IN A GENERAL LOAN BUSINESS, TO BUY AND SELL PROMISSORY NOTES AND OTHER CONTRACTS AT DISCOUNT, TO NEGOTIATE SUCH NOTES, TO LEND AND BORROW MONIES, AND TO DO ANY AND ALL OTHER THINGS INCIDENTAL OR PERTINENT TO SUCH A GENERAL LOAN BUSINESS.

(J) TO ESTABLISH, OWN OPERATE A FOOD TESTING LABORATORY ON OR OFF SHORE, TO CONDUCT TESTS AND SUCH EXPERIMENTS THAT MEET THE FEDERAL FOOD AND DRUG ADMINISTRATION OF THE UNITED STATES OF AMERICA..

(K) AND IT IS HEREBY DECLARED THAT IN THE INTERPRETATION OF THESE CLAUSES, THE POWERS CONFERRED ON THE AFORE SAID ARILA CORPORATION LTD., BY ANY PARAGRAPH SHALL NOT BE RESTRICTED BY REFERENCE TO ANY OTHER PARAGRAPH AND/OR THE JUXTAPOSITION OF TWO OR MORE CLAUSES AND EVERY PARAGRAPH THEREOF SHALL BE CONSTRUED IN SUCH A WAY AS TO WIDEN AND NOT RESTRICT THE POWERS OF THE CORPORATION.

V

THE CORPORATION SHALL UNDER THE AUTHORITY OF ITS BOARD OF DIRECTORS ISSUE NO MORE THAN 100,000 COMMON SHARES OF STOCK WITH A PAR VALUE OF \$1.00 EACH AND HAVING VOTING PRIVILEGES.

VI

THE NAME AND ADDRESS OF THE INCORPORATOR IS

CHESTER W. CURLING  
31 BATTENBERG AVENUE,  
TORONTO, CANADA  
M4L 1J7

VII

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION

2896 HAVERFORD LANE  
MARIETTA, COBB COUNTY  
GEORGIA 30067

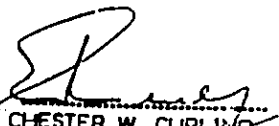
THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THE ABOVE  
ADDRESS IS :

MRS. OUIDA S. HART

THE PRINCIPAL MAILING ADDRESS OF THE CORPORATION IS

2896 HAVERFORD LANE  
MARIETTA, COBB COUNTY  
GEORGIA 30067

IN WITNESS THEREOF THE UNDERSIGNED INCORPORATOR HAS EXECUTED  
THESE ARTICLES OF INCORPORATION THIS 29<sup>th</sup> day of July 1993.

  
CHESTER W. CURLING

SEP 20 10 1 AM '93

SECRETARY OF STATE



**MAX CLELAND**  
Secretary of State  
State of Georgia

Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 650-2817

**TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS**

**J. F. GULLION**  
Director

**DO NOT WRITE IN SHADED AREA - SOS USE ONLY**

DOCKET # <u>732150229</u>	PENDING CONTROL # <u>P043678</u>	CONTROL # <u>9321745</u>
Docket Code <u>311</u>	Corporation Type <u>DP</u>	
Date Filed <u>7/30/93</u>	Amount Received \$ _____	Check/Receipt # _____
Jurisdiction (County) Code <u>33 Cobb</u>		
Examiner <u>76</u>		Date Completed _____

**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.**

1. <u>732150229</u>	Corporate Name Reservation Number	<u>ARILA CORPORATION LTD.</u>
Corporate Name (exactly as appears on name reservation)		
2. <u>CHESTER W. CURLING</u>	<u>(404) 951 2560</u>	Telephone Number
Applicant: <u>only</u>	<u>2896 Haverford Lane</u>	
Address <u>MARIETTA</u>	<u>GEORGIA</u>	<u>30067</u>
City	State	Zip Code

**3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)**

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

Authorized Signature [Signature]

Date July 29/93