

TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: ROCA ANDINA ENTERPRISES, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Ciro R Camacho
Name (Printed or typed)

3697 Crown Point Court
Address

Jacksonville FL 32257
City, State & Zip

904-262-4505
Daytime Telephone number

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

T. Burch JAN 24 2000

ARTICLES OF INCORPORATION
OF
ROCA ANDINA ENTERPRISES, INC.

FIRST: The name of this corporation is **Roca Andina Enterprises, Inc.**

SECOND: The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of voting common stock of the par value of One Cent (\$0.01) each.

If at any time the holders of a majority of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

FOURTH: The amount of stated capital with which this corporation will begin business is One Thousand and No/100 Dollars (\$1,000.00).

FIFTH: This corporation is to have perpetual existence.

SIXTH: The principal office of this corporation will be 3697 Crown Point Court, Suite 1, Jacksonville, Florida 32257

SEVENTH: The number of its directors shall not be greater than two (2) but may be such lesser number as may be elected by the stockholders from time to time.

EIGHTH: The name and post office address of the member of the first board of directors, who shall hold office for the first year of existence of the corporation or until his successor is elected or

appointed and has qualified are:

NAMES	POST OFFICE ADDRESSES
Ciro R. Camacho	3697 Crown Point Court Jacksonville, Florida 32257
Onelio Rodriguez	7801 Old Kings Road South Jacksonville, Florida 32217

NINTH: The name and post office address of the subscriber of the Articles of Incorporation are as follows:

NAMES	POST OFFICE ADDRESSES
Ciro R. Camacho	3697 Crown Point Court Jacksonville, Florida 32257

TENTH: The street addresses of the initial registered office of this corporation and the name of the initial registered agent of this corporation is: **Ciro R. Camacho, 3697 Crown Point Court, Suite 1, Jacksonville, Florida 32257.**

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents, and employees of this corporation; to adopt any profit-sharing plan, pension, or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents, and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect to such matters.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than

the stock book), or any of them, shall be open to inspection of stockholders; and no holder of non-voting stock shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least two-thirds (2/3) of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least two-thirds (2/3) of the voting power, the board of directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deems expedient and for the best interest of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders 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 secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting. Action taken by the board of directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THIRTEENTH: 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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

I, THE UNDERSIGNED, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 12 day of NOVEMBER, 1999.

Signed, sealed, and delivered

in the presence of:


_____(SEAL)

Ciro R. Camacho

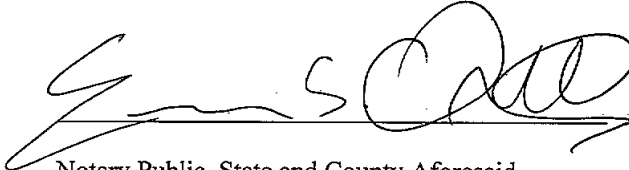

Onelio Rodriguez

STATE OF FLORIDA

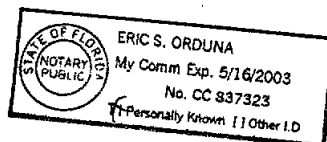
COUNTY OF DUVAL

BE IT REMEMBERED that on this 12 day of November, 1999, personally came before me, ERIC ORDUNA, a Notary Public for the State of Florida, Ciro R. Camacho, party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles to be the act and deed of the signer and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.


Notary Public, State and County Aforesaid

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


ROCA ANDINA ENTERPRISES

2. The name and address of the registered agent and office is:

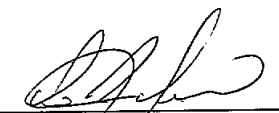
CIRO R. CAMACHO

3697 Crown Point Court, Suite 1

Jacksonville, Florida 32257

SIGNATURE: 
TITLE: as President
DATE: 11/12/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
DATE: 11/12/99