Charter Number Only

P00000008481

Leslie I. Synder
Requestor's Name
28 W. Flagler St. 11th flr.
Address
Miami, FL 33130
City State ZIP Phone

VALIDATION ONLY

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

CORPORATION(S) NAME

Urano distribuciones, Inc.

00 JAN 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(✓) Profit
( ) NonProfit
( ) Amendment
( ) Merger
( ) Foreign
( ) Dissolution
( ) Mark
( ) Limited Partnership
( ) Annual Report
( ) Other
( ) Reinstatement
( ) Reservation
( ) Change of Registered Agent
(✓) Certified Copy
( ) Photo Copies
( ) Certificate Under Seal
( ) Call When Ready
( ) Call if Problem
( ) After 4:30
(✓) Walk In
( ) Will Wait
(✓) Pick Up
( ) Mail Out

Name Availability	
Document Examiner	
Updater	1/26
Verifier	
Acknowledgment	

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

cert. copy.

ARTICLES OF INCORPORATION
OF
URANO DISTRIBUCIONES , INC.

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

ARTICLE I – NAME

The name of this corporation is **URANO DISTRIBUCIONES, INC.** The initial place of business of this corporation shall be 7396 SW 117th Avenue, TJ Maxx Plaza, Miami, Florida.

ARTICLE II – NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State.

ARTICLE III – CAPITAL STOCK

The initial number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of $ 1.00 each.

ARTICLE IV – REGISTERED AGENT AND REGISTERED OFFICE

The registered agent's office address shall be located at 2151 Le Jeune Road, Suite 200, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation is Leslie I. Snyder Esq.

ARTICLE V – TERM OF EXISTENCE

The corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI – SPECIAL PROVISIONS

It is the intent of the incorporator (s) that the corporation will qualify as a corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII – OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are, and their titles are:

Jose Luis Garcia Froiz Avenida Luis Roche Edf. Santa Clara, P.B. Altamira Sur Caracas, Venezuela	President
Joaquin Sabare Avenida Luis Roche Edf. Santa Clara, P.B. Altamira Sur Caracas, Venezuela	Vice-President
Maritza Restrepo Avenida Luis Roche Edf. Santa Clara, P.B. Altamira Sur Caracas, Venezuela	Secretary/Treasurer

ARTICLE VIII – DIRECTORS

This corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE IX – INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Jose Luis Garcia Froiz
Avenida Luis Roche
Edf. Santa Clara, P.B. Altamira Sur
Caracas, Venezuela

ARTICLE X – SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

Jose Luis Garcia Froiz Avenida Luis Roche Edf. Santa Clara P.B. Altamira Sur Caracas, Venezuela	50
Joaquin Sabare Avenida Luis Roche Edf. Santa Clara P.B. Altamira Sur Caracas, Venezuela	50

ARTICLE XI – STOCKHOLDERS' MEETING

The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XII – OFFICERS

The officers of this corporation shall be a President, Vice-President, and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII – POWERS

This corporation shall have the following powers:

A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or any other manner reproduced.

B. 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.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.

E. 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, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, 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.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have officers and exercise the powers granted by Florida Statutes 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare for charitable, scientific, or for educational purposes.

L. To transact any lawful business, which the board of directors shall find, will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees for any and all of the directors, officers and employees of its subsidiaries.

N. To act as counsel, agent, promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation.

IN WITNESS WHEREFORE, the undersigned has hereunto set his hand And seal this 21 day of January 2000.

Maritza Restrepo

Maritza Restrepo

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority appeared the above-named individual, who has acknowledged the foregoing Articles of Incorporation and has signed and executed same for the purposes set forth therein and under no duress and/or undue influence.

Maritza Restrepo

Maritza Restrepo

Produced Identification: Known to me

BEFORE ME:

NOTARY PUBLIC

SEAL: Leslie I Snyder
My Commission CC787441
Expires November 14, 2002

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Urano Distribuciones, Inc.

LESLIE I. SNYDER ESQ.

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Leslie I. Snyder, who after being duly sworn, says that she has read the foregoing designation and signed and executed same for the purposes set forth therein.

SWORN TO AND SUBSCRIBED BEFORE ME this 21 day of February, 2000.

Produced identification personally known

Notary Public, State of Florida at Large

My Commission Expires:

Gerardo Melenez
My Commission CC670579
Expires August 10, 2001

00 JAN 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED