

PO000000 11673

## TRANSMITAL LETTER

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

**SUBJECT:** PRIMOS INTERNATIONAL, INC  
(Proposed corporate name-must include suffix)

100003054221--0  
-11/24/99--01061--011  
\*\*\*\*131.25 \*\*\*\*\*87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u>  </u> \$70.00	<u>  </u> \$78.75	<u>  </u> \$122.50	<u>  </u> x \$131.25
Filing Fee	Filing Fee	Filing Fee	Filing Fee
	& Certificate	& Certified Copy	Certified Copy
			& Certificate

**FROM:** Jorge L. Dube

**Address:** 2700 N.W. 112<sup>th</sup> Ave.  
Miami, FL 33172

**Daytime**  
**Telephone:** (305) 594-3227

FILED  
00 FEB -2 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-27313  
ay 11/30



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 30, 1999

JORGE L. DUBE  
2700 N.W. 112TH AVE.  
MIAMI, FL 33172

SUBJECT: PRIMOS INTERNATIONAL, INC.  
Ref. Number: W99000027313

We have received your document for PRIMOS INTERNATIONAL, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 099A00056659

## **ARTICLES OF INCORPORATION**

I, THE UNDERSIGNED, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

### **ARTICLE 1, NAME**

The name of this corporation shall be:

**PRIMOS INTERNATIONAL DISTRIBUTORS, INC**

### **ARTICLE II, PRINCIPAL OFFICE**

The initial street address in this State of the principal office of the corporation shall be:

2700 N.W. 112<sup>th</sup> Ave.  
Miami, Fl 33172  
Tel (305) 594-4792  
Fax (305) 594-3893

The Board of Directors may from time to time move the principal office to any other address in Florida.

### **ARTICLE III, SHARES**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand ( 1,000.00 ) Shares of common stock, of One Dollar ( \$ 1.00 ) par value.

### **ARTICLE IV, INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Jorge L. Dube  
2700 NW 112<sup>th</sup>. Avenue  
Miami, Fl 33172

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00 FEB -2 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


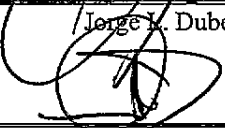
## **ARTICLE V INCORPORATOR (S)**

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

Jorge L. Dube                      2700 NW 112th Avenue  
Miami, Fl 33172

Ricardo Mancebo                2700 NW 112 Ave  
Miami, Fl 33172

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this  
11th day of November, 1999.

  
\_\_\_\_\_  
Jorge L. Dube ( Signature )  
  
\_\_\_\_\_  
Ricardo Mancebo ( Signature )

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

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## **ARTICLE VI, NATURE OF BUSSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

That the present main business of the corporation is as follows:

**Import & Export**

## **ARTICLE VII, INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business will not be less than One Thousand ( \$ 1,000.00 ) Dollars.

## **ARTICLE VIII, TERM OF EXISTENCE**

The Corporation is to have perpetual existence.

## **ARTICLE IX, DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1) .

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation., from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of this duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case event though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation;

any director individually, or any firm of which any director may be a member, may be party to , or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be represent at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### **ARTICLE X. INITIAL DIRECTORS**

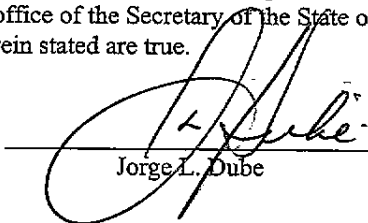
The names and addresses of the first Board of Directors and of the Officers, who, subject to the provisions of these Articles of Incorporation, By-laws of this Corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jorge L. Dube	President & Secretary	2700 NW 112 Ave Miami, FL 33172
Ricardo Mancebo	Vice President & Treasurer	2700 NW 112 Ave. Miami, FL 33172

#### **ARTICLE XI. AMENDMENT**

This Corporation reserves the right to amend , alter change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporates, have hereunto set our hands and seals this 11th day of November, 1999 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
Jorge L. Dube

( SEAL )

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

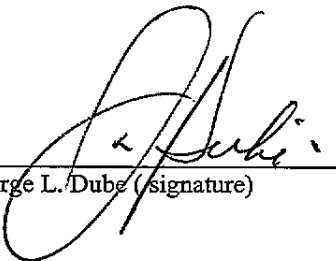
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

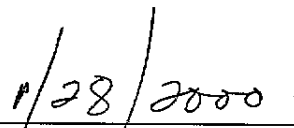
1- The name of the corporation is: PRIMOS INTERNATIONAL DISTRIBUTORS, INC.

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

Jorge L. Dube  
2700 NW 112th Avenue  
Miami, FL 33172

*Having been named as registered agent and to accept service of 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.*

  
\_\_\_\_\_  
Jorge L. Dube (signature)

  
\_\_\_\_\_  
(DATE)

FILED  
00 FEB -2 PM 3:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314**