

P00000013989

Jose Ferrans
Requestor's Name
6811 SW 129 Ave #2
Address
Miami FL 33183
City State ZIP Phone
382-2640B

ATTENTION ONLY

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-02/07/98-01019-023
*****78.75

CORPORATION(S) NAME

VANMART USA.

RECEIVED
00 FEB -7 AM 9:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

00 FEB -9 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | <input type="checkbox"/> Mail Out |

Name	
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CERTIFIED COPY

10-3323



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 7, 2000

EMPIRE

MIAMI, FL

SUBJECT: VANMART USA
Ref. Number: W00000003323

We have received your document for VANMART USA. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 400A00006094

RECEIVED
00 FEB -9 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

VANMART USA, INC.

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

VANMART USA, INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, and which common stock, the only class issued shall have a par value of \$ 1.00 per share.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

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00 FEB -9 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and registered offices of the corporation in the State of Florida shall be 2105 Brickell Ave.-Ste. 223 in Miami, Fl. 33129.

The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: Jose Ferrans.

Address: 6811 SW. 129 Ave. Ste. 2
MIAMI, FL. 33183

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

NAME:

GERMAN MARTI
LINDA VANEGAS
ANDREA MARTI
VANESSA MARTI

TITLE

D. PRES.-Treasurer
D. Vice-Pres-Secretary
Director
Director

ADDRESS

2105 Brickell Ave- Str.223
Same Address

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
GERMAN MARTI	P.O.Box #431553	250	250.00
	MIAMI, FL 33231		
LINDA VANEGAS	Same Address	200	200.00
ANDREA MARTI	Same Address	25	25.00
VANESSA MARTI	Same Address	25	25.00

ARTICLE X-A

The Name and Address of the INCORPORATOR IS:


" Jose Ferrans SS# 583-02-9805
6811 SW. 129th.Ave. Ste.2
MIAMI, FL.33183

ARTICLE XI


The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

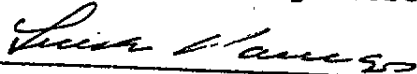
2nd day of February /2.000

x 

President German Marti (SEAL)



Jose Ferrans-Incorporator (SEAL)
And Registered Agent



Vice-Pres Linda Vanegas (SEAL)
Secretary

STATE OF FLORIDA:

COUNTY OF DADE

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

FIRST that, this corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named

Jose Ferrans
as its agent to accept service of process within this State.

Having been named as registered agent and accept service of process for the above stated Corporation at 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 repaying to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

BY:

Jose Ferrans
Registered Agent

SS.# 583-02-9805

Miami, Dade

As February 2/2000

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00 FEB -9 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA