

P00000044065

Requester's Name

Georges Miret Int. Inc.
301 Alcazar Avenue
Coral Gables, FL 33134
Phone: (305) 444-8866

City/State/Zip

Phone #

8000003211468--0
-04/17/00--01127-011
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

3/2 Informed client by letter
I added title Registered Agent.

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

S. Thompson MAY 02 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 21, 2000

GEORGES MIRET INT. INC.
301 ALCAZAR AVE.
CORAL GABLES, FL 33134

SUBJECT: RUDEE DISTRIBUTOR, INC.
Ref. Number: W00000010521

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

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

You must list an address for the incorporator/subscriber.

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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 800A00021998

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

Rudee Distributor, Inc.

ARTICLE TWO

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

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than five hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have the minimum of one (1) Director.

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ARTICLE SIX

CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one fourth (1/4) in number of the directors shall be elected annually.

ARTICLE SEVEN

AMENDMENTS

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

a. Designation: The Stock of this corporation shall be known as Common Stock.

b. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: Fifty Thousand (50,000) Shares.

c. Par Value: Each Share of Common Stock shall have the par value of: One Cent (\$0.01) par value.

d. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

e. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

f. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of stockholders of the Corporation.

g. Cumulative Voting: No holder of Common Stock shall be entitled to any right of Cumulative Voting.

h. Dividends: Record holders of Common stock are entitled to receive their Pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

i. Liquidation Rights: Holders of Common stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence the required percentage shall be as follows:

1-Amendments of the Certificate of Incorporation:

Required Percentage - Fifty one percent (51%)

2- Sale, Lease or exchange of all of this Corporations' s property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;

Required percentage- Fifty one per cent (51%).

3- Merger or Consolidations of this Corporation into or with any other corporation;

Required Percentage- Fifty one percent (51%).

4-Voluntary Dissolution of this Corporation;

Required Percentage- Fifty Percent (50%).

PREEMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

STOCKHOLDERS AND DIRECTORS

The name and addresses of the stockholders and directors are as follows:

NAME-ADDRESS	OFFICE
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Rubén Mendez	President
301 Alcazar	
Coral Gables, Florida 33134	

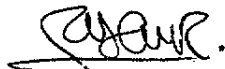
Dirlei Mendez	Secretary
301 Alcazar	Treasurer
Coral Gables, Florida 33134	

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and the registered office of this Corporation shall be:

Rubén Mendez
301 Alcazar
Coral Gables, Florida 33134


INCORPORATOR / Registered Agent


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuant with chapter 48.091, Florida statutes the following
is submitted in compliance with Set Act:

That **Rudee Distributor Inc.** deciding to organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation at the city of
Coral Gables, County of Dade, State of Florida, has named:
Rubén Mendez as its agent to accept service of process
within this state.

Rubén Mendez having being named to accept service of process
for the above stated Corporation at the place designated in this
his successors have qualified, following their election or appointment. The street address of such
individual shall be the initial street address in Florida of the principal office of this Corporation.
The Corporation May change its principal office at any time.

SUBSCRIBER/DIRECTOR - **Rubén Mendez**


INCORPORATOR / Registered Agent

STREET ADDRESS:/ PRINCIPAL OFFICE: 301 Alcazar , Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned subscriber does make,subscriber, acknowledge and
file this certificate for the purpose of forming a corporation for profit under the Laws of The State
of Florida.

DATE: 04/03/2000

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