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

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-06/07/00--01100--007
*****78.75 *****78.75

SUBJECT: New Concepts Distributors, Inc.
(PROPOSED CORPORATE NAME)

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
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Rafael G. Segarra
Name (Printed or typed)

11272 NW 58th Terrace
Address

Miami, Florida 33178
City, State, and Zip

305-463-8735
Daytime Telephone Number

FILED
00 JUN -7 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

T BROWN JUN 14 2000

ARTICLES OF INCORPORATION OF NEW CONCEPTS DISTRIBUTORS, INC.

The undersigned subscribers, for the purpose of forming a corporation for profit under Chapter 607 of the Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be New Concepts Distributors, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be 11272 NW 58TH Terrace, Miami, Florida 33178 and the mailing address is the same.

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the purpose of distributing foreign and local products and the transacting of any and all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, county, territory, or nation.

ARTICLE IV: CAPITAL STOCK

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **NINE THOUSAND (9,000)** shares of voting common stocks, each share having the par value **ONE DOLLAR (\$1.00)**.

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

4.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stocks of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

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ARTICLE V: ADDRESS & REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation is: Rafael G. Segarra, 11272 NW 58TH Terrace, Miami, Florida 33178.

ARTICLE VI: POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable by law or these Articles of Incorporation.

ARTICLE VII: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII: OFFICERS AND INCORPORATES

The name and street address of the officers and incorporators of this corporation are:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
Rafael G. Segarra	President	11272 NW 58 Th Terrace, Miami, Fl., 33178
Janice Santiago Segarra	Treasurer	11272 NW 58 Th Terrace, Miami, Fl., 33178
Susana Olmo	Secretary	11283 NW 58 th Terrace, Miami, Fl., 33178

There shall be three initial officers of the corporation. The number of officers should be established by the bylaws and could be changed from time to time, but always should be at least two officers, the President and the Treasurer.

ARTICLE IX: TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X: BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

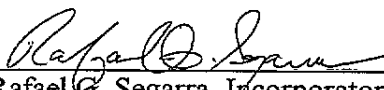
ARTICLE XI: EFFECTIVE DATE

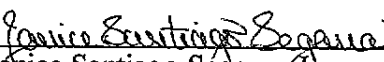
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


ARTICLE XII: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

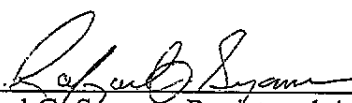
IN WITNESS WHEREOF, We have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of June, 2000.


Rafael G. Segarra, Incorporator


Janice Santiago Segarra, Incorporator


Susana Olmo, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity, this 5th day of June, 2000.


Rafael G. Segarra, Registered Agent

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