# LAZARUS CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE (Address)

(City, State, Zip) (Phone #)
TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

MiAMI, FLORIDA (305)552-5973

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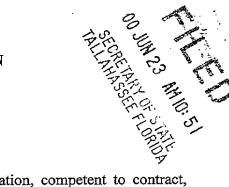
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### ARTICLES OF INCORPORATION

OF

### AMERICA DISTRIBUTORS INC.



The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation under the Florida General Corporation Act.

### ARTICLE I - NAME

The name of the corporation shall be: AMERICA DISTRIBUTORS INC.

The principal place of business of this corporation shall be:

5555 Collins Ave. #4-G Miami Beach, FL 33140-2539

# ARTICLE II - NATURE OF BUSINESS

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

# ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

# ARTICLE V - OFFICERS AND DIRECTORS

This corporation shall have 1 officer and 1 director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until a successor is elected is:

Leandro do Nascimento Guerreiro, President. 5555 Collins Ave. #4-G Miami Beach, FL 33140-2539

### ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder of any class of stock in the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

### ARTICLE VII - BYLAWS

The board of directors may adopt bylaws of the corporation, which set forth provisions for managing the business and regulating the affairs of the corporation that is not inconsistent with the law or Articles of Incorporation.

The name and address of the incorporator is:

Leandro do Nascimento Guerreiro 5555 Collins Ave. #4-G Miami Beach, FL 33140-2539

The undersigned incorporator has executed these Articles of Incorporation this 22 day of June 2000.

Signature

# <u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

### AMERICA DISTRIBUTORS INC.

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

Leandro do Nascimento Guerreiro 5555 Collins Ave. #4-G Miami Beach, FL 33140-2539

The name and address of the incorporator is:

Leandro do Nascimento Guerreiro 5555 Collins Ave. #4-G Miami Beach, FL 33140-2539 HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Registered Agent

DATE TONE, 22 2000

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SECRETARY OF STATE
TALLAHASSEE FLORID