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# LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-06/23/00--01047--015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. AMERICA DISTRIBUTORS INC (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICA DISTRIBUTORS INC.**

**FILED**  
00 JUN 23 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

CERTIFICATE OF DESIGNATION  
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

*[Signature]*  
Registered Agent

DATE

JUNE, 22 2000

**FILED**  
00 JUN 23 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA