

TRANSMITTAL LETTER

P000000068417

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

SUBJECT: ALLTRIM, INC.

(Proposed corporate name - must include suffix)

100003322381--8
-07/13/00--01072--021
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: WILFREDO MOREIRA

Name (Printed or typed)

1361 WEST 42 STREET

Address

HAIALEAH, FLORIDA 33012

City, State & Zip

305-557-7106

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 13 PM 1:22

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F. CHESNEY JUL 1 5 2000

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

CERTIFICATE OF INCORPORATION

1

OF

ALLTRIM, INC.

We, The undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following articles of incorporation:

ARTICLES OF INCORPORATION

ARTILCE I

The name of the Corporation shall be:

ALLTRIM, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE II

The eneral nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(A) TO SELL WHOLESALE, RETAIL. DIFFERENT MERCHANDISE BOTH DOMESTIC AND IMPORTED. TO ENGAGE IN ANY LEGAL BUSINESS PERMITTED BY THE STATE OF FLORIDA OR ANY OTHER STATE IN UNITED STATES

b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or "Otherwise acquire, and to hold, own, maintain or otherwise dispose' of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organised under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own

capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and

Provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth to the same extent as natural persons might or could do so.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be SIX HUNDRED (600) shares all of which shall be of \$ 2.00 par value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America or in services or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is 2240 N.W. 105-ST. MIAMI, FL. 33147 and the initial registered agent at such address is: JORGE O. FARAH

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Address of the principal office of this Corporation in the state of Florida is: 2240 NW 105 ST. MIAMI, FL. 33147

The board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have 2 directors, initially. The number of derectors may be increased or diminished from time to time, by laws adopted by the stockholderss, but shall never be less than two..

ARTICLE VIII

The names and addresses of the first board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

<u>JORGE O. FARAH</u>	<u>PRESIDENT/DIRECTOR</u>	<u>2240 NW 105 ST</u>
	<u>MIAMI, FL. 33147</u>	
<u>JENNIFER D. FARAH</u>	<u>VP/TREASURER/S</u>	<u>2240 NW 105 ST</u>
	<u>MIAMI, FL. 33147</u>	

ARTICLE IX

The names and addresses of the subscribers to this Certificate of Incorporation and the number of shares of each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>PAR VALUE</u>
<u>JORGE O. FARAH</u>	<u>2240 NW 105 ST</u>	<u>600</u>	<u>\$ 2.00</u>
	<u>MIAMI, FL. 33147</u>		

ARTICLE X

The management and control of the business of this Corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer and a Secretary; one or more of said officers may hold one or more offices, except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by statutes the Board of Directors is expressly authorised:

(a) To adopt and amend the by-laws of this Corporation, provided

the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(C) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(D) when and as authorized by the affirmative vote of stockholders of records holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, to sell, lease or exchange all of this property and assets essential to the business of the Corporation, upon the terms and conditions as its board of Directors deem expedient and for the best Incorporators have hereunto set their respective hand

and seal this 10 day of JULY, 2000 IN THE
CITY OF MIAMI County MIAMI/DADE

state of FL

* Joseph O. Farach (SEAL)

+ Joseph D. Farach (SEAL)

(SEAL)

(SEAL)


(SEAL)

(SEAL)

ACCEPTANCE BY REGISTERED AGENT

I, **JORGE O. FARAH**, having been named the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation, I hereby accept the appointment as REGISTERED AGENT and agree to act in this all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as **REGISTERED AGENT**.

THIS, **11** day of **JULY**, 2000 in the city of **MIAMI** county of **MIAMI-DADE** state of **FLORIDA**


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA