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Secretary of State

August 3, 2000

**LAZARUS** 

MIAMI, FL

SUBJECT: E AND A, INC. Ref. Number: W00000019276

We have received your document for E AND A, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

# Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 600A00042129





August 10, 2000

**LAZARUS** 

MIAMI, FL

SUBJECT: EDE AND A, INC. Ref. Number: W00000019276

We have received your document for EDE AND A, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 900A00043281

ARTICLES OF INCORPORATION

OF EDE AND ALE, INC. SECRETARY OF ST. 39

The undersigned, acting as the incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is: EDE AND ALE, INC.

ARTICLE II: MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is: 3165 SW 99TH Court, Miami, Florida 33165.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes of the Corporation is organized to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Thousand (1,000) shares of common

stock with a par value of \$1.00 per share. All stock shall be of one class.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this Corporation, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is: 3165 SW 99th Court, Miami, Florida 33165; and the name of the registered agent at that office is EDUARDO PALENZUELA.

### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting as the initial Board of Director(s). The names and addresses of the initial Board of Directors of the Corporation

are:

EDUARDO PALENZUELA 3165 SW 99th COURT Miami, Florida 33131-2492 MARIA A. PALENZUELA 3165 SW 99th COURT Miami, Florida 33131-2492

IN WITNESS WHEREOF, We, the undersigned incorporators have signed these Articles of Incorporation on this 12th day of July, 2000 and acknowledge the same to be our acts.

Eduardo Palenzuela

Maria A. Palenzuela

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

First-EDE AND ALE, INC. its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named EDUARDO PALENZUELA located at: 3165 SW 99TH COURT, MIAMI -County of Miami-Dade, as its agent to accept service of process within this state.

-Acceptance of Agent-

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

EDUARDO PALENZ

HWPWINEDWPOOCSIFORMS/ARTICLE.INC