

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-09/21/00--01051--017

*****78.75 *****78.75

OFFICE USE ONLY

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

1. DOLCE CONFECTIONS 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

FILED
00 SEP 21 PM 1:19
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
00 SEP 21 AM 11:24
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
DOLCE CONFECTIONS DISTRIBUTORS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be
DOLCE CONFECTIONS DISTRIBUTORS, INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and 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 Five Hundred (500) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be **18800 NW 77th Court Miami, Florida 33015** and the name of the initial Registered Agent for the corporation at that address is Salvador A. Gandara.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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00 SEP 21 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Salvador A. Gandara 593 46 9128 18800 NW 77th Court
President Miami, Florida 33015

Eduardo B. Dominguez 594 01 9868 2663A NE 214 Street
North Miami Beach, Florida 33180

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:
Salvador A. Gandara 593 46 9128 18800 NW 77th Court
Miami, Florida 33015

**ARTICLE XI
AMENDMENT**

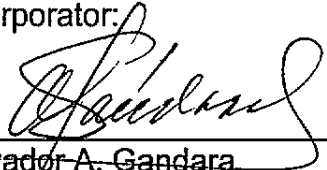
This Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation or any amendment thereto, in the manner now or hereafter prescribed by statute and any rights conferred upon the stockholders are subject to reservation.

**ARTICLE XII
LIMITATION ON PAYMENT OF DEBTS**

The private property of the stockholders shall not be subject to the payment of corporate debts in any extent whatsoever. The Corporation shall have first lien on the share of its shareholder(s), and upon any dividends due thereon, for any indebtedness of such shareholder(s) to the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of September 2000.

Incorporator:

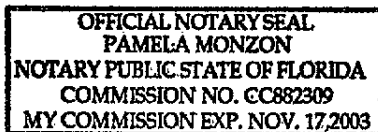


Salvador A. Gandara

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 18th day of September 2000, by Salvador A. Gandara.





Notary Public, State of Florida

My. Commission expires: 11/17/2003

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:
Salvador A. Gandara 593 46 9128 18800 NW 77th Court
Miami, Florida 33015

**ARTICLE XI
AMENDMENT**

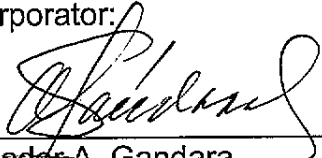
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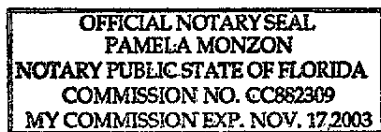


Salvador A. Gandara

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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(SEAL)



Notary Public, State of Florida

My. Commission expires: 11/17/2003

