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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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00 SEP 28 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BRISAS CARIBENAS INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

T.SMITH SEP 28 2000

Certificate of Incorporation

of

Brisas Caribenas Inc.

00 SEP 23 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscribers to these **ARTICLES OF INCORPORATION** a natural persons competent to contract, form a corporation under the laws of the State of Florida.

Article One

The name of this business corporation shall be:

Brisas Caribenas Inc.

Article Two

The general nature of business or businesses to be transacted will be: Distributor of Caribbean and Latin American Foods both at the wholesale and retail market

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of in debtness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property in debtness as required.

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

Article Three

Terms of Existence

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: -
UPON ACCEPTANCE BY THE SECRETARY OF STATE.

Article Four

Capital Stock

- A. Designation: The Stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is: (100) SHARES
- C. Par-Value: Each share of common stock shall have a par value of : TEN (\$10.00) DOLLARS.
- D. Considerations: Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability: Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose.
- H. Liquidation: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

Article Five

Minimum Capital

The amount of capital with which the corporation shall begin shall not be less than:
ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS

Article Six

Corporate Address

The initial Post Office address of the principal office of this corporation in the State of Florida is: 835 N.W. 37th Avenue * Miami, Florida 33125

Article Seven

Number of Directors

This corporation shall have one Director initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one.

Article Eight

First Board of Directors

PRESIDENT/DIRECTOR: Daysy M. Feliz

Article Nine

Subscribers Address

The address of the subscribers of these Articles of Incorporation are:

Daysi M. Feliz
761 N.W. 34 Avenue Miami, Florida 33125

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Article Ten

Amendment

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

Article Eleven

Resident Agent

The Resident Agent of this corporation is:

**Daysi M. Feliz
761 N.W. 34 Avenue
Miami, Florida 33125**

The Corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: September 26th , 2000



Daysi M. Feliz

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

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

Brisas Caribenass Inc.

desiring to organized under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, as named:

Daysi M/ Feliz
761 N.W. 34 Avenue
Miami, Florida 33125

as its agent to accept service of process within this state

Dated: Sept. 28, 2000

Daysi M. Feliz
Daysi M. Feliz
President

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SEMI-ANNUAL STATE
TALLAHASSEE, FL 32304

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 PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: Sept. 28, 2000

Daysi M. Feliz
Daysi M. Feliz
Resident Agent

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