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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. LATIN BRO DISTRIBUTORS CORPORATION
(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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 OCT 12 PM 3:37 00 OCT 12 AM 10:55
RECEIVED

Examiner's Initials

**CERTIFICATE OF INCORPORATION
OF
LATIN BRO DISTRIBUTORS CORPORATION.**

We the undersigned, in order to form a corporation for profit for the purposes 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

ARTICLE I

The name of this Corporation shall be: LATIN BRO DISTRIBUTORS CORPORATION

ARTICLE II

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

- a) The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.
- 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, county, state, territory or government.
- c) To purchases or otherwise acquire, and to hold, won, maintain or otherwise dispose of deal in land and leaseholds, and any interest, state and rights in real property, and personal or mixed property, and any franchises rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any all powers above set forth as fully as natural persons, whether as principals, agents trustees or otherwise.
- d) To guarantee, purchases, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized 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 purchases, hold sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for purchases of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes 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 the protection and benefit of this 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 and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be One hundred (100) shares, all of which shall be of \$ 1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable 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.

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ARTICLE IV

The initial registered office of the corporation is: 12500 SW. 130 St. Miami, Fl. 33186 and the initial registered agent at such address is: Fernando Medina

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 12500 SW. 130 St. Miami, Fl. 33186

ARTICLE VII

This corporation shall have eight (8) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The names and post office 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:

Gustavo Leon Martinez 220-15 97 Avenue Queens Village NY. 11429	President
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Jairo Yepes 97-09 -221 M Queens Village NY. 11429	Director
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Juan F Orozco 220-15 97 Avenue Queens Village NY. 11429	Director
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Clara Eugenia Martinez 220-15 97 Avenue Queens Village, NY, 11429	Director
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Blanca Gladys Moreno 97-09 - 221 M Queens Village, NY. 11429	Director
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Carlos A Perez 19005 Hiillside Avenue. Apt. 1L Flushing NY. 11355	Director
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Fernando Medina 12333 SW. 110 South Canal Road, St. Miami, Fl. 33186	Director
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Patricia Yepes
9709 -221 M
Queens Village, NY. 11429

Director

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares 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 follow;

<u>N A M E</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
FERNANDO MEDINA	12333 South Canal Rd. St. MIAMI FL. 33155	14	\$ 14.00
GUSTAVO LEON MARTINEZ	220-15 97 Avenue Queens Village, NY 11429	14	\$ 14.00
JAIRO YEPES	97-09 221 St. Queens Village, NY. 11429	11	\$ 11.00
JUAN F OROZCO	220-15 97 Avenue Queens Village, NY. 11429	11	\$ 11.00
CLARA EUGENIA MARTINEZ	220-15 97 Avenue Queens Village, NY. 1429	14	\$ 14.00
BLANCA GLADYS MORENO	97-09 -221 St Queens Village, NY. 11429	11	\$ 11.00
CARLOS A PEREZ	12500 SW. 130 ST. MIAMI, FL. 33186	14	\$ 14.00
PATRICIA YEPES	9709 - 221 St. Queens Village NY. 11429	11	\$ 11.00

ARTICLE X

The management and control of the business of this corporation shall be continued under 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-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

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 stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not limitation of the powers conferred by Statute, the Board of Directors in expressly authorized:

- a) To adopt an 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 record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholder's meeting duly called for the 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 its property and assets, including its good will and its corporate franchise, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

IN THE WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this Twenty Six day of September, 2000

Eustasio Julio Morling (seal)

Juan Jose B (seal)

Juan Orosco (seal)

Jose E Martinez (seal)

Blanca Aladys Llorca (seal)

Carlos Alberto Cruz (seal)

Fernando Albelles (seal)

Fatima Alcantara (seal)

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STATE OF FLORIDA

COUNTY OF DADE

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of 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.

Date: September 26, 2000

Fernando Medina
Fernando Medina