SUITE 2350 ONE CENTRUST FINANCIAL CENTER' 100 SOUTHEAST 21 STREET MIAMI, FLORIDA 33181

> TELEPHONE 358-4580 FAX 374-6007

Corporate Records Bureau Division of Corporations Department of State P O Box 6327 Tallahassee, Florida 32301

8th of January 2001

30000 \*\*\*\*, \*122,50\*\*\*\*\*78.75

Gentlemen:

MANUEL ZAIAC ATTORNEY AT'LAW

Enclosed is original and one copy of Articles of Incorporation of MUNDO NEGRIN, INC.

Also enclosed is a check in the sum of \$122.50 to cover charter tax, filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

Manuel Zai

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ARTICLES OF INCORPORATION

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AHASSEE, FLORID

OF MUNDO NEGRIN, INC.

### <u>Article I - Name</u>

The name of this corporation is:

MUNDO NEGRIN, INC.

## <u>Article II - Duration</u>

The existence of this corporation shall be perpetual.

Article III - Purpose

Operate a Drugstore and Pharmacy.

and for the purpose of transacting any or all lawful business.

#### Article IV - Capital Stock

This corporation is authorized to issue <u>1000</u> shares

of \_\_\_\_\_\_ (\$ 1.00 ) par value common

stock.

# <u>Article V - Preferences, Limitations and</u> <u>Relative Rights of Shares of Capital Stock</u>

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already

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holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# Article VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is:

13201 S.W. 2nd Street Miami, Florida 33184

#### resident

and the name of the initial registered/agent of this corporation at that address is:

SALVADOR NEGRIN

## Article VIII - Initial Board of Directors

This corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 3. The name (s) and address(es) of the initial director(s) of this corporation is (are):

SALVADOE NEGRIN 13201 S.W.2nd Street Miami,Fl. 33184 JOSE MANUEL NEGRIN 13201 S.W. 2nd St. Miami,Fl.33184 RUBEN NEGRIN 13201 S.W. 2nd St. Miami, Florida 33184

### Article IX - Incorporator

The name and address of the person signing these articles is:

SALVADOR NEGRIN 13201 S.W.2nd Street, Miami, Florida 33184

## Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## <u>Article XI - Approval of Shareholders</u> <u>Required for Merger</u>

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

# Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this <sup>8th</sup> day of January Kox 2001

Subscriber

STATE OF FLORIDA ) SS COUNTY OF DADE )

2001

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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

## SALVADOR NEGRIN

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that <u>he</u> executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this <u>8th</u> day of January

NUEL ZAI

OFFICIAL NOTARY SEAL MANUEL ZAIAC NOTARY PUBLIC STATE OF FLORIDA COMMESSION NO. CC662381 IY COMMISSION EXP. JULY 31,2001

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: FIRST--THAT MUNDO NEGRIN, INC. (NAME OF CORPORATION) DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF \_\_\_\_\_\_ STATE OF \_\_\_\_FLORIDA HAS NAMED SALVADOR NEGRIN (STATE) (NAME OF RESIDENT AGENT) LOCATED AT \_\_\_\_\_\_\_ 2nd Street , Miami, Florida 33184 (STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDPESSES ARE NOT ACCEPTABLE) CITY OF MIAMI , STATE OF FLORIDA, AS ITS AGENT TO ACCEPT (CITY) SERVICE OF PROCESS WITHIN FLORIDA. SIGNATURE ( P L JAN 12 TITLE PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE

SIGNATURE AGENT) DE TRI 1/8/2001 DATE

1/8/2001