

OFFICE USE ONLY (Do not write)

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

300003854553--6

-03/15/01--01085--005

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. FRUTILANDIA INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

9:06



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  
01 MAR 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 MAR 15 PM 12:27  
DIVISION OF CORPORATION  
Examiner's Initials

# ARTICLES OF INCORPORATION

OF  
FRUTILANDIA INC.

## ARTICLE I

The name of this corporation shall be: FRUTILANDIA INC.

## ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

## ARTICLE III

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV

This corporation is authorized to issue Two hundred (200) shares of one dollar per value of common stock, which shall be designated "common stock".

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01 MAR 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLE V

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

## ARTICLE VI

The street of the initial principal office of this corporation is:  
1639 S.W. 32nd. Avenue, Miami, Fl 33145  
and the name of the initial Registered Agent of this corporation is:  
Jose A. Lanza, 951 E 31st. Street, Hialeah, Fl 33013

## ARTICLES VII-INITIAL BOARD OF DIRECTORS

This corporation shall have Two 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 ONE. The name (s) and address (es) of the initial director (s) of the corporation is (are):

Jose A. Lanza  
951 E. 31st. Street  
Hialeah, Fl 33013

President

Margarita Chica  
2734 S.W. 36th Ave.  
Miami, Fl 33133

Vice-President-Secretary

## ARTICLE VIII

1. The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any bylaws adopted by the directors. The directors may not alter, amend or repeal any bylaws adopted by the stockholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

2. Any incorporator stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be deemed to have received proper notice of such meetings unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonable incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceeding in which he may be involved or to which he may be a party by reason of his being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

4. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a or any corporation of which any director or officer is a stockholder or director, is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified, or approved by either: (a) a vote of majority of the outstanding shares of the stock in the corporation entitled to vote: or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in the contract or transaction who is present may participate in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner by permitted by law.

ARTICLE IX

The names (s) and addresses (s) of the person (s) signing these article (s) is  
(are):

Jose A. Lanza  
951 E 31st. St.  
Hialeah, Fl 33013

Margarita Chica  
2734 S.W. 36th Ave.  
Miami, Fl 33133

In Witness whereof, the undersigned subscriber (s) has / have executed these  
articles of incorporation this 14 day of March, 19 2001

X [Signature]  
X [Signature]  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

10 311

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON  
WHOM SERVICE OF PROCESS MAY BE MADE

In compliance with section 607.034 of the Florida Statutes, the following is  
submitted:      FRUTILANDIA INC.

Desiring to organize or qualify under the laws of the State Of Florida with its  
principal place of business in the City of           Miami            
County of           Miami-Dade           Florida, has named:

Jose A. Lanza  
951 E 31st. St.  
Hialeah, Fl 33013

as its agents to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned  
Corporation, at place designated in this Certificate, I here by agree to act in this  
capacity, and further agree to comply with the provisions of all the Statutes relative  
to the proper and complete performance of my duties.

Dated this 14 day of March, 19 2001

  
\_\_\_\_\_  
RESIDENT AND REGISTER AGENT

**FILED**  
01 MAR 15 PM 3:01  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE