3320 S.W. 87 AVENUE MIAMI, FLORIDA (305)552-5973 TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Frick up time 2-00 Certified Copy Mail out | Will wait Photocopy Certificate of Status AMENDMENTS NEW FILINGS Amendment Profit NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTIJÆR FILNGS QUALIFICATION Angual Report Foreign **Fictitious Name** Limited Partnership Name Reservation Reinstatement Trademark Other

Examiner's Initials

CR2E031(9/92)

ARTICLES OF INCORPORATION OF ALMEIDA DISTRIBUTOR INC.

ARTICLE I

The name of this corporation shall be: ALMEIDA DISTRIBUTION.

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 transactingany and all business permitted under the laws of the United -States and the State of Florida.-

ARTICLE IV

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 have the right to purchase hispro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which is offered to others.—

ARTICLE VI

The street address of the initial principal office of this - Corporation is: 255 W 52 ST, - HIALEAH, FL.33012 and the name of the initial Registered Agent of this Corporation is:

CARLOS ALMEIDA 255 W 52 ST HIALEAH, FL. 33012

ARTICLE 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):

CARLOS ALMEIDA 255 W 52 ST HIALEAH, FL. 33012	President Treasurer	SHARE 50%
MARISOL ALMEIDA 255 W 52 ST HIALEAH, FL. 33012	Vice-President Secretary	50%

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 bylaw 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 or 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 on in-sufficiency of notice.-
- 3.- Each director and officer of the corporation, weather ornot 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 bedisqualified 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 orany corporation of which any director or officer is a stock-holder or director, is in any way interested in such transaction or contract, provided that such contract or transactionis or shall be authorized, ratified, or approved by either: -(a) a vote of a 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 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, of 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 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 permitted by law.

ARTICLE IX

The name(s) and address(es) of the person(s) signing these -articles is(are): CARLOS ALMEIDA
255 W 52 ST
HIALEAH, FL. 33012

MARISOL ALMEIDA 255 W 52 ST HIALEAH, FL. 33012

IN WITNESS WHEREOF The undersigned subscriber(s) has(have) executed these articles of indeppopation this 5th day of December 2001.-

CARLOS ALMEIDA PRESIDENT

ARISOL ALMEIDA VICEPRESIDENT 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:

Desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of HIALEAH County of MIAMI-DADE Florida, whose Cor-porate name is: ALMEIDA DISTRIBUTOR INC.----has named as its Agent to accept service of process within --Sate of Florida: CARLOS ALMEIDA.-

ACKNOWLEDGMENT

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

> Dated this 5th day of December

RESIDENT AND REGISTER AGENT CARLOS ALMEIDA 255 W 52 ST.

HIALEAH, FL. 33012