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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. ALMEIDA DISTRIBUTOR INC.
(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

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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TALLAHASSEE FLORIDA

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☒	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
ALMEIDA DISTRIBUTOR INC.

ARTICLE I

The name of this corporation shall be: ALMEIDA DISTRIBUTOR
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 ONE HUNDRED SHARES
(100) shares of ONE DOLLAR (\$ 1.00) ----- par
value of common stock, which shall be designated "Common-
Stock".-

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 his--
pro rata share thereof (as nearly as may be done without
issuance of fractional share) at the price at which is
offered to others.-

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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

	SHARE
President	50%
Treasurer	

MARISOL ALMEIDA
255 W 52 ST
HIALEAH, FL. 33012

Vice-President	50%
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 bylaw adopted
by the directors.- The directors may not alter, amend or re--
peal 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, 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 stock-- holder or director, is in any way interested in such transac- tion or contract, provided that such contract or transaction- is 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 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 Cor- poration for any profits realized by, from, of through any such transaction or contract authorized, ratified or approved

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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 permitted by law.-

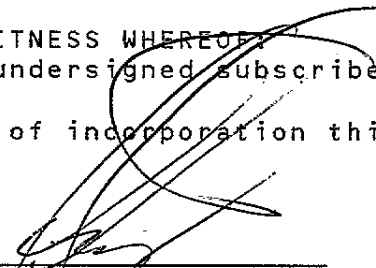
ARTICLE IX

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

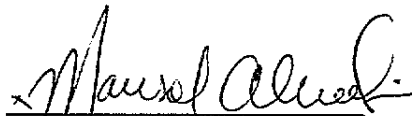
MARISOL ALMEIDA
255 W 52 ST
HIALEAH, FL. 33012

IN WITNESS WHEREOF

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

x 

CARLOS ALMEIDA
PRESIDENT



MARISOL 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.-

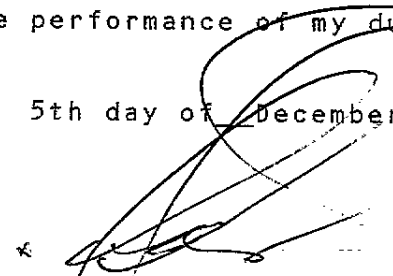
In compliance with section 607.034 of the Florida Statutes
the following is submitted:

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 above-
mentioned Corporation, at place designated in this Certifica-
te, I here by agree to act in this capacity, and further
agree to comply with the provisions of all the Statute rela-
tive to the proper and complete performance of my dut

Dated this 5th day of December 2000


RESIDENT AND REGISTER AGENT
CARLOS ALMEIDA
255 W 52 ST.
HIALEAH, FL. 33012

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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