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EXPRESS CORPORATE FILING SERVICE INC.  
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OFFICE USE ONLY

FILED  
02 JAN 14 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. WALNUT DISTRIBUTORS U.S.A., INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Walk in

☒ Pick up time

☒ Certified Copy

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☐ 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

Examiner's Initials

**CERTIFICATE OF INCORPORATION**  
**OF**  
**WALNUT DISTRIBUTORS U.S.A., INC.**

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The undersigned hereby associate us together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

**ARTICLE I**

The name of the corporation should be:

**WALNUT DISTRIBUTORS U.S.A., INC.**

**ARTICLE II**

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III**

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

**ARTICLE IV**

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation

**ARTICLE V**

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

**ARTICLE VI**

The existence of the corporation is perpetual.

## ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: **1120 RIVER BIRCH STREET – HOLLYWOOD – FL - 33019** The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is **1120 RIVER BIRCH STREET – HOLLYWOOD – FL 33019** The registered agent at the address is **SERGIO H. NERCESSIAN**.

## ARTICLE VIII

A board of directors consisting of no less than one or more than five directors shall manage the business of the corporation. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

## ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

**SERGIO H. NERCESSIAN**  
**PRESIDENT**

**1830 MERIDIAN AVE 605**  
**MIAMI BEACH – FL - 33139**

**ROBERTO CESAR**  
**DIRECTOR**

**1120 RIVER BIRCH STREET**  
**HOLLYWOOD – FL - 33019**

## ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATOR HEREUNTO SET OUR HANDS AND SEALS, THIS **08 OF JANUARY OF 2002**.

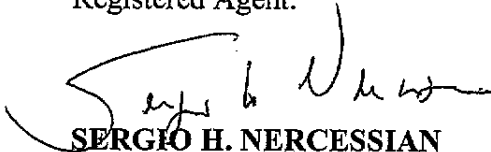
  
**SERGIO H. NERCESSIAN**  
**REGISTERED AGENT**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO  
PROCESS MAY BE SERVED.

Pursuant to the provisions of the section 607.0501, Florida Statutes, the Undersigned  
Corporation organized under the laws of the State of Florida.

The name of the corporation is **WALNUT DISTRIBUTORS U.S.A., INC** desiring to  
organize or qualify under the laws of the State of Florida, with its principal place of  
business at city of Hollywood, State of Florida has named: **SERGIO H. NERCESSIAN**  
located at **1120 RIVER BIRCH STREET - HOLLYWOOD - FL - 33019** agent to  
accept process in State of Florida County of **BROWARD**

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, 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 statues 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.



**SERGIO H. NERCESSIAN**  
**REGISTERED AGENT**

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