

TRANSMITTAL LETTER

PO20000006532

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SALUB, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004772580--9
-01/14/02--01040--016
*****70.00 *****70.00

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MICHAEL FORBES
Name (Printed or typed)

6651 AVENUE C.
Address

SARASOTA, FLORIDA 34231
City, State & Zip

941 925 3004
Daytime Telephone number

2002 JAN 14 PM 2:45
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

1/18/02

**ARTICLES OF INCORPORATION
OF
SALUB INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – Name

The name of this corporation shall be: SALUB, INC.

ARTICLE II – Principal Office

The principal place of business and mailing address of the corporation is:

6651 Avenue C, Sarasota, Florida 34231

ARTICLE III – Purpose

The purpose or purposes for which the corporation is organized is:

- Section 1. To carry on and engage in the business of the wholesale purchase and sale of goods
- Section 2. In general, to carry on any other lawful business or activity, which may be conducted by a corporation organized under the laws of the State of Florida, in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its properties.
- Section 3. To engage in generally and carry on any lawful business or trade, which may, in the judgment of the Board of Directors, at any time be necessary or useful or advantageous to this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares". The Par value of each share of stock shall be One Cent (\$0.01).

ARTICLE V – Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of directors constituting the initial Board of Directors shall be three. The name and address of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected are:

Michael Forbes
6651 Avenue C
Sarasota, Florida 34231
USA

Carlos Alberto Pereira
Rua Trece de Maio, 53
Bairro Vianelo, Jundiai SP
Brazil

Harlan Pomeroy III
312 E. Venice Ave., Ste 203
Venice, Florida 34292
USA

ARTICLE VI - Duration

This corporation shall have perpetual existence.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 6651 Avenue C, Sarasota, Florida 34231, and the name of the initial registered agent of this corporation at that address is Michael Forbes

ARTICLE VIII - Incorporator

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

Michael Forbes 6651 Avenue C., Sarasota, Florida 34231

ARTICLE IX - Indemnification

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

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January 2002

Date: 01/09/2002


MICHAEL FORBES

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2002 JAN 14 PM 2:45

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Fla. Stat. 48.091, SALUB, INC. desiring to organize under the laws of the State of Florida, hereby designates MICHAEL FORBES, located at 6651 Avenue C, Sarasota, Florida 34231, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. 48.091(2) relative to maintaining an office for the service of process.

Date 01/09/2002


MICHAEL FORBES