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TRANSMITTAL LETTER

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

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*****70.00 *****70.00

SUBJECT: TELE-AMERICA DISTRIBUTION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: CARLOS MORELLI
Name (Printed or typed)

3707 HUNTINGTON PLACE
Address

SARASOTA FL 34237
City, State & Zip

941-925 3320
Daytime Telephone number

FILED
02 JAN 14 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

g/1/22

**ARTICLES OF INCORPORATION
OF
TELE-AMERICA DISTRIBUTION, INC.**

ARTICLE I – Name

The name of this corporation shall be: TELE-AMERICA DISTRIBUTION, INC.

ARTICLE II – Principal Office

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

4370 S. Tamiami Trail, Suite 238, 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:

CARLOS MORELLI
3707 Huntington Place
Sarasota, Florida, 34237

ALFONSO ZOZAYA
912 NE Avenue
Sarasota, Florida, 34237

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TALLAHASSEE, FLORIDA

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: 4370 S. Tamiami Trail, Suite 238 Sarasota, Florida 34231, and the name of the initial registered agent of this corporation at that address is Carlos Morelli

ARTICLE VIII - Incorporator

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

Carlos Morelli

3707 Huntington Place, Sarasota, Florida 34237

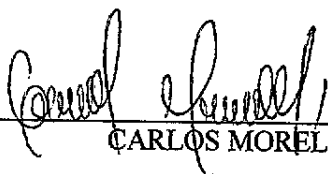
ARTICLE IX – Indemnification

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 10th day of January 2002


CARLOS MORELLI

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

Pursuant to Fla. Stat. 48.091, TELE-AMERICA DISTRIBUTION, INC. desiring to organize under the laws of the State of Florida, hereby designates CARLOS MORELLI, located at 4370 S. Tamiami Trail, Suite 238, 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 01-10-07



CARLOS MORELLI

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