TRANSMITTAL LETTER

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02 JUN -3 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: PRODUCTOS DEL PLATA, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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-06/03/02--01051--012
*****87.50 *****87.50

Enclosed is 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: LIGIA M. SUAREZ
Name (Printed or typed)

10627 SW, 79 TERRACE
Address

MIAMI, FL 33173-2911
City, State & Zip

(305) 273-7330
Daytime Telephone number

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

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INCORPORATION AGREEMENT AND ARTICLES

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02 JUN -3 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Shareholders' Names.** Maria J. Fernández y David Sandoval (the Shareholders), agree to the following terms and conditions: The Shareholders will form a corporation under the state of Florida law using the Articles of Incorporation described below:

ARTICLE 1 - CORPORATE NAME: The Corporation will be called PRODUCTOS DEL PLATA, Inc.

ARTICLE 2 - PRINCIPAL OFFICE: The principal place of business/mailing address is: 8941 SW, 142 Av., # 216, Miami, Fl 33186.

ARTICLE 3 - CORPORATE PURPOSE: The principal corporate purpose will be the import, sales, marketing, and distribution of edible products.

ARTICLE 4 - INCORPORATOR: David Sandoval will sign the Articles of Incorporation as incorporator.

ARTICLE 5 - CORPORATE STOCK: The Corporation will issue a total of 100 shares of common stock to the people listed in the next paragraph. All shares will have equal rights in voting on matters submitted to Shareholders. No additional shares will be authorized or issue unless all Shareholders agree in writing.

ARTICLE 6 - STOCK SUBSCRIPTIONS: The Shareholders subscribe for a 50/50 shares of stock: Maria J. Fernández, 50 shares and David Sandoval for 50 shares. The shares will be issued under Section 1244 of the Internal Revenue Code.

ARTICLE 7 – BOARD OF DIRECTORS: The Shareholders will constitute the initial Board of Directors.

ARTICLE 8 - OFFICERS: The initial corporate officers will be: Maria J. Fernández President, and David Sandoval, Vice-President

ARTICLE 9 – REGISTERED AGENT:

Maria J. Fernandez is designated as the Registered Agent.
The address is: 8941 SW, 142 St, Apt. #216
Miami, Fl 33186

ARTICLE 9 – BYLAWS: The Articles contained in this agreement will be the bylaws of the Corporation.

ARTICLE 10 – ENTIRE AGREEMENT: This is the entire agreement between the parties. It replaces and supersedes any an all oral agreements between the parties, as well as any prior writings.

ARTICLE 11 – SUCCESSORS AND ASSIGNEES: This agreement binds and benefits the heirs, successors and assignees of the parties.

ARTICLE 12 – NOTICES: All notices must be in writing. A notice may be delivered to a party at the address that follows a party's signature or to a new address that a party designates in writing. A notice may be delivered: (1) in person, (2) by certified mail, or (3) by overnight courier.

ARTICLE 13 – GOVERNING LAW: This agreement will be governed by and construed in accordance with the laws of the state of Florida.

ARTICLE 14 – COUNTERPARTS: The parties may sign several identical counterparts of this agreement. Any fully signed counterpart shall be treated as an original.

ARTICLE 15 – MODIFICATION: This agreement may be modify only by a writing signed by the party against whom such modification is sought to be enforced.

ARTICLE 16 – WAIVER: If one party waives any term or provision of this agreement at any time, that waiver will only be effective for the specific instance and specific purpose for which the waiver was given.

ARTICLE 17 – SEVERABILITY: If any court determines that any provision of this agreement is invalid or unenforceable, any invalidity or unenforceability will affect only that provision and will not make any other provision of this agreement invalid or unenforceable and such provision shall be modified, amended or limited only to the extent to render it valid and enforceable.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Registered Agent: MARIA JOSE FERNANDEZ.

Incorporator: DAVID SANBORNE

Date: 5/22/02