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OFFICE USE ONLY

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

1. KARIOCA'S DISTRIBUTOR, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____ 600005694406--3
(Corporation Name) (Document #) -05/05/02--01046--009

☐ Walk in

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☒ Certified Copy

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☐ 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

FILED
02 JUN -6 AM 11:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 JUN -6 AM 10:47
DEPARTMENT OF REVENUE
TALLAHASSEE FLORIDA

Examiner's Initials

Date JUNE 5, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re KARIOCA'S DISTRIBUTOR, INC., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

(individual's name)

KARIOCA'S DISTRIBUTOR, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION		
520 SW 69 AVE		
MIAMI, FL 33144		
PHONE		
(305)	262-6584	
Area Code	Phone Number	Ext.

ARTICLES OF INCORPORATION

of

KARIOCA'S DISTRIBUTOR, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

KARIOCA'S DISTRIBUTOR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par. value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	ORESTES NODARSE				
ADDRESS	520 SW 69 AVE				
CITY	MIAMI	STATE	FLORIDA	ZIP	33144

The principal office, if known, or the mailing address of the corporation is:

NAME	KARIOCA'S DISTRIBUTOR, INC.				
ADDRESS	520 SW 69 AVE				
CITY	MIAMI	STATE	FLORIDA	ZIP	33144

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ORESTES NODARSE	PRESIDENT
ADDRESS	520 SW 69 AVE	
CITY	MIAMI	STATE FLORIDA ZIP 33144
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

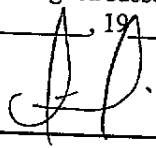
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ORESTES NODARSE		
ADDRESS	520 SW 69 AVE		
CITY	MIAMI	STATE	FLORIDA ZIP 33144
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

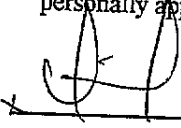
IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 5 day of JUNE, 192002


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF MIAMI-DADE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

ORESTES NODARSE

 _____ Signature	FL DL#N362-640-70-388-0 _____ Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath was not taken.

NOTATRY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this
5 day of JUNE, 2002

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

KARIOCA'S DISTRIBUTOR, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at 520 SW 69 AVE

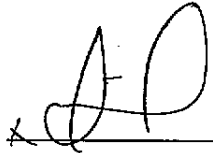
MIAMI, FLORIDA 33144

has named ORESTES NODARSE

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(registered agent)

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TALLAHASSEE FLORIDA