

PD2000089801

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

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-08/05/02--01047--008
*****87.50 *****87.50

SUBJECT: M.A.C. COMPANY, 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: Angel Casares
Name (Printed or typed)
8810 N.W. 7th Street
Address
Pembroke Pines, FL 33024
City, State & Zip
(305) 824-3927
Daytime Telephone number

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

W0222670

D. WHITE AUG 19 2002

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 6, 2002

ANGEL CASARES
8810 NW 7 ST
PEMBROKE PINES, FL 33024

SUBJECT: M.A.C. COMPANY, INC.
Ref. Number: W02000022670

We have received your document for M.A.C. COMPANY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 602A00046949

ARTICLES OF INCORPORATION
OF

M.A.C. U.S.A. EARTH, INC.

FILED
02 AUG 16 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is M.A.C. U.S.A. EARTH, INC.

SECOND: The street address of the warehouse of the corporation is 142 W. 24th Street, Hialeah, Florida 33010.

The mailing address of the corporation is 8810 N.W. 7th Street, Pembroke Pines, Florida, 33024.

THIRD: The number of shares that the corporation is authorized to issue is 1,000 shares, all of which are without par value and are of the same class and are Common shares.

FOURTH: The initial registered agent of the corporation in the State of Florida is Angel Casares. The address of the initial registered agent is 8810 N.W. 7th Street, Pembroke Pines, Florida, 33024.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

ADDRESS

Angel Casares

8810 N.W. 7th Street
Pembroke Pines, Florida, 33024

SIXTH: The Corporation's business and purpose shall consist solely of the following:

To engage in such other lawful activities permitted to corporations by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

SEVENTH: The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (d) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (e) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (f) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (g) conduct business in its own name, and use separate stationery, invoices and checks;
- (h) not commingle its assets or funds with those of any other person; and
- (i) not assume, guarantee or pay the debts or obligations of any other person.

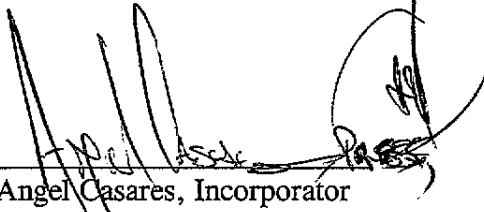
EIGHT: The duration of the corporation shall be perpetual.

NINETH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to

be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

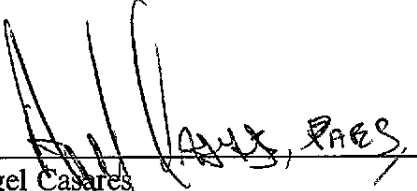
TENTH: The corporate existence of the corporation shall begin upon the filing of these Articles of Incorporation.

Signed on July 22, 2002.



Angel Casares, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 statutes 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.



Angel Casares
Date: July 22, 2002

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02 AUG 16 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA