

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0381

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Phone : (954)946-4142
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FLORIDA PROFIT CORPORATION OR P.A.

UGO Distributors, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

3-4-03
10

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ARTICLES OF INCORPORATION

The undersigned incorporator(s) to these Articles of Incorporation, is a natural person competent to contract in the State of Florida, hereby present these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: CORPORATE NAME

The Corporation name is **UGO DISTRIBUTORS, INC.**

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- a) To engage in every activity or business permitted under the laws of the United States and the State of Florida.
- b) To buy, sell, exchange, lease, subdivide, develop, improve, own, hold, mortgage deal in and dispose of real estate and personal property or any interest therein; to construct, erect, decorate, repair and remodel buildings and structures of all types, including residences, apartments, stores, warehouses, and office buildings, with all the usual and necessary rights and powers for all accomplishments of the foregoing.
- c) To make, and perform contracts of every kind and description suitable, necessary, useful or advisable in connection with any or all of the objects herein set forth; to do any and all other acts and things and to exercise any and all other powers necessary advisable, suitable and proper for the accomplishment of any or all of the purposes or the attainment of any or all of the objects of the furtherance of any or all of the powers herein set forth, either alone or associated with other corporations, firms, associations, or individuals, provided the same shall not be inconsistent with the laws of the State of Florida.

Ashraf H. Boutros, CPA, PA
2100 East Sample Road, Suite 202
Lighthouse Point, FL 32264
(954) 946-4142

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- a) To acquire the whole or any part of the goodwill, business, stock, assets, property, bonds and rights of any and every nature of any person, firm, association or corporation doing business of a similar character as above; to pay for the same in cash, stock of this corporation, bonds or otherwise, to assume all or any part of the liabilities of any corporation, association, firm or individual engaged in a business of similar character as above or incidental thereto; and to continue any such business so acquired.
- b) To hold, purchase or otherwise acquire or to interest in, and to sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation and, while the owner of such capital stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to guarantee, assume, become surety for, endorse, or agree in any way to pay the bonds, notes securities, liabilities or other indebtedness of other corporations.
- c) To do and act in the foregoing and any part thereof as owner of on its own account, or as agent, broker, factor, or otherwise, and in general, to do and perform any and all things and acts, and conduct and transact any and all other businesses which may be necessary, convenient, incidental or proper to the exercise of any and all of the foregoing purposes and business of the corporation, and to do and perform and all things and acts, and have and exercise all of the rights, privileges, powers, and franchises that corporation of like nature organized under the laws of the State of Florida are empowered, authorized and permitted to do and perform.
- d) The foregoing clauses and provisions shall be constructed as purposes, objects and powers, and the foregoing specific statements and remunerations shall not be held to a limit or restrict in any manner the power of the corporation.

ARTICLE III: CAPITAL STOCK

- a) The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with a par value of \$10 dollars.
- b) The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the corporate stock at such valuation as may be fixed by the Directors.
- c) Said stock shall be issued pursuant to a plan under Section 2844 of the Internal Revenue Code.
- d) Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive, any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock, or other securities of this corporation convertible into stock of any class, and all such additional shares of stock and securities so subscribed to shall be issued to such stockholders in the same ratio that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

ARTICLE IV: INITIAL CAPITAL

This corporation shall begin business with not less than ONE THOUSAND DOLLARS (\$1,000.00) of paid in capital.

ARTICLE V: TERMS OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI: ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

9460 Tangerine Place, Suite 207
Fort Lauderdale, FL 33324

The board of directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VII: DIRECTORS

The corporation shall have 1 director(s) initially. The number of directors may increased from time-to time by by-laws adopted by the stockholders, but shall never be less than ONE (1).

ARTICLE VII: TRANSFERABILITY OF SHARES

This corporation, any of all of the stockholders of this corporation, any from time-to-time enter into such agreements as they deem expedient, relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares on the books of the corporation by filing a copy thereof with the secretary of the corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX: TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X: REPLACING OF STOCK CERTIFICATES

The Board of Directors September, by resolution, provides for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI: INITIAL DIRECTORS

The name and address of the Board of Directors is:

President:

Douglas Livingston
9460 Tangerine Place, Suite 207
Fort Lauderdale, FL 33324

ARTICLE XII: INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation is as follows:

Douglas Livingston
9460 Tangerine Place, Suite 207
Fort Lauderdale, FL 33324

ARTICLE XIII: AMENDMENT

These articles of incorporation may be amended in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is and the name of the registered agent of this corporation at that address is

Douglas Livingston
9460 Tangerine Place, Suite 207
Fort Lauderdale, FL 33324

IN WITNESS WHEREOF, the undersigned being the original subscriber(s) to the capital hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, Do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and hereunto set my hand(s) and seal(s) this 28th day of February, 2003.

Douglas Livingston
Incorporator

ID#

L-152723-33-4302

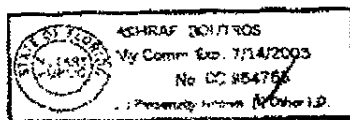
STATE OF FLORIDA

COUNTY OF BROWARD

On this 28th day of February, 2003, before me personally **Douglas Livingston** known to be the person whose name is subscribed to the within instrument, and acknowledged that he/she has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires:



[Signature]
NOTARY PUBLIC

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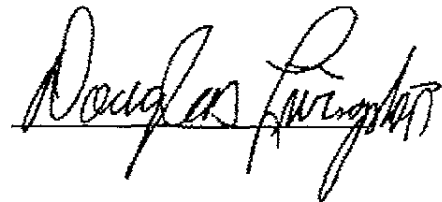
CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said act; that **UGO DISTRIBUTORS, INC.** desiring to organize under the laws of the State of Florida, with its principal place of business at: **9460 Tangerine Place, Suite 207, Fort Lauderdale, FL 33324** located at: **9460 Tangerine Place, Suite 207, FL 33441** appoints **Douglas Livingston** as its agent to accept services of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 28th day of February, 2003



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