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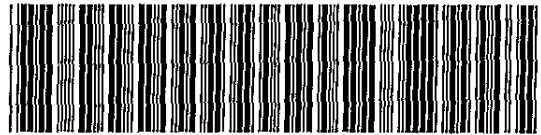
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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# TRANSMITTAL LETTER

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

August 7, 2003

SUBJECT: EMILE'S DISTRIBUTOR, INC  
( Articles of Incorporation)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$ 78.75  
Filing Fee, Registered Agent Designation, and Certified copy.

From: Jose N. Correa  
J.C. Accounting & Tax Services

833 SAVANNAH FALLS DR  
WESTON, FL 33327

(954) 217-1207  
Daytime Telephone number  
Fax (954) 217-1206

**ARTICLES OF INCORPORATION**  
*of*  
**EMILE'S DISTRIBUTOR, INC**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is EMILE'S DISTRIBUTOR, INC.

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

9510 SW 6TH COURT  
PEMBROKE PINES, FL 33025

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

GLORIA GRANADOS  
9510 SW 6TH COURT  
BROWARD County  
PEMBROKE PINES, FL 33025

**ARTICLE V**  
**PURPOSE**

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The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

GLORIA GRANADOS  
9510 SW 6TH COURT  
PEMBROKE PINES, FL 33025

PRESIDENT

CESAR GRANADOS  
9510 SW 6TH COURT  
PEMBROKE PINES, FL 33025

V. PRESIDENT

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other

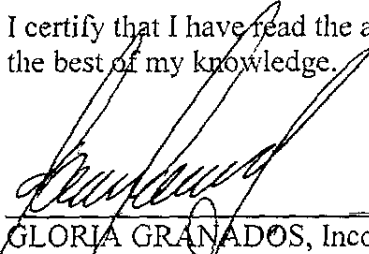
association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



\_\_\_\_\_  
GLORIA GRANADOS, Incorporator  
9510 SW 6TH COURT  
PEMBROKE PINES, FL 33025

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is, EMILE'S DISTRIBUTOR, INC  
9510 SW 6TH COURT  
PEMBROKE PINES, FL 33025

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2. The name and address of the registered agent and office is:

GLORIA GRANADOS  
9510 SW 6TH COURT  
PEMBROKE PINES, FL 33025

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

  
\_\_\_\_\_  
(SIGNATURE)

May 14, 2003

(DATE)