

Oct 22 3:13:13

EC

305-444-4977

Page 1

**PD4000146556**

**Florida Department of State  
Division of Corporations  
Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**(((H04000210887 3)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

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

**From:**

Account Name : EXPRESS CORPORATE FILING SERVICE INC.  
Account Number : I20000000146  
Phone : (305)444-4994  
Fax Number : (305)444-4977

FILED  
OCT 22 PM 1:55  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**REDI SOUTH IMPORT & EXPORT, INC.**

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

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

✓  
10/25/04

Oct 22 04 03:18p  
RightFax

ECFS  
10/22/2004 9:38 PAGE 001/001 Florida Dept of State

305-444-4977

p.2



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 22, 2004

EXPRESS CORPORATE FILING

SUBJECT: REDI SOUTH IMPORT & EXPORT, INC.  
REF: W04000038903

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

The document number of the name conflict is P98000066072.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

FAX Aud. #: H04000210887  
Letter Number: 904A00060897

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Oct 22 04 03:18p

ECFS

305-444-4877

p. 3

((H04000210887)))

FILED

04 OCT 22 PM 1:55

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**REDI SOUTH INTERNATIONAL IMPORT & EXPORT, INC.**

The undersigned incorporator hereby forms a corporation under CHAPTER 607 of the laws of State of Florida.

**ARTICLE 1  
NAME**

The name of the corporation shall be, REDI South International Import & Export, Inc. and the principal office of this corporation shall be 22488 Palms Way #203 in the city of Boca Raton state of FLORIDA, and zip code 33433-8009

**ARTICLE 2  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE 3  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 having \$ 1.00 per value per share.

(((FI04000210887)))

**ARTICLE 4**  
**ADDRESS**

The name and street address of the initial registered agent of this corporation shall be Eto Enterprises, 1946 W. Commercial Blvd #139 county of Broward state of FLORIDA and zip code 33309

**ARTICLE 5**  
**TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 6**  
**DIRECTORS**

d  
All corporate power shall be exercised by or under authority of Redi South International Import & Export, Inc. of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Director(s), initially. The number of Director may either increased or decreased from time to time by amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one(1). The name (s) and street address (es) of the initial member (s) of the Board of Director (s) are:

S  

<b>PRESIDENT:</b>	Redivaldo Araujo Lira	50%
<b>VICE- PRESIDENT:</b>	Sergio Rocha Moura de Araujo Lira	50%

((I104000210887)))

**ARTICLE 7**  
**BYLAWS AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

**ARTICLE 8**  
**IDENTIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or director, in the manner set out any provided for in the Bylaws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**ARTICLE 9**  
**INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE 10**  
**AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided by the Florida Statutes.

(((H04000210887)))

**ARTICLE 11**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

**ARTICLE 12**  
**DIRECTOR CONFLICT OF INTEREST**

8 A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

- 8
1. If the fact or such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or
  2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders: or
  3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

Oct 22 04 03:19p  
(((H04000210887)))

ECFS

305-444-4877

p. 7

**ARTICLE 13**  
**INFORMAL ACTION OF SHAREHOLDERS**

Any action of shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, The undersigned agent of has hereunto set his/her hand and seal this 11th day of October of 2004.

BY: 

President

Redinaldo Araujo Lira  
22088 Palms Way #203  
Boca Raton, FL 33133-8009

BY: 

Vice-President

Sergio Rocha Moura de Araujo Lira  
22088 Palms Way #203  
Boca Raton, FL 33133-8009

Oct 22 04 03:19p ECFS

305-444-4977

p.8

((H04000210887)))


FILED

04 OCT 22 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION**

ELO Enterprises, Inc. a Corporation, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Lyndee C. Chiles  
1900 W. Commercial Blvd.  
Suite #139  
Fort Lauderdale, FL 33309