

P0500000 8599

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

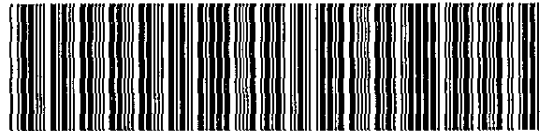
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

4

D. WHITE JAN 18 2005



400044391764

01/14/05--01004--024 \*\*78.75

RECEIVED  
05 JAN 14 AM 10:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2005 JAN 14 P 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

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

1. KENIA FOOD DISTRIBUTION, CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2.00     Certified Copy.
- Mail out     Will wait     Photocopy     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

Examiner's Initials

ARTICLES OF INCORPORATION

FILED

OF

2005 JAN 14 P 3:39

**Kenia Food Distribution, Corp.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is **Kenia Food Distribution, Corp.**

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue **500 shares** of one-dollar par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the even of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI- PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INICIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

13641 SW 32 Street Miami Florida 33175

The name of the initial registered agent of this corporation at that address is:

William Aday 13641 SW 32 Street, Miami Florida 33175

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

Date: 01/10/2005 W Aday  
William Aday, Registered Agent

#### ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President	William Aday
Vice-president	William Aday
Treasure	William Aday
Secretary	William Aday

#### ARTICLE IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

William Aday 13641 SW 32 Street Miami Florida 33175

#### ARTICLES X - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

William Aday	500 Shares
--------------	------------

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

#### ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10<sup>th</sup> day of January, 2005



\_\_\_\_\_  
William Aday

NOTARY CERTIFICATE

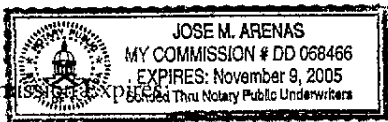
STATE OF FLORIDA

MIAMI DADE COUNTY


**I HEREBY CERTIFY**, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, **William Aday**, to me known to be the persons described in and who executed the attached **ARTICLES OF INCORPORATION** and that he/she/they acknowledged before me that he/she/they executed the same. I relied upon the following forms of identification to the above named person(s): Known **personally** and that an oath was/was not taken.

**WITNESS** my hand and official seal in the County and State last aforesaid this 10<sup>th</sup> day of January, 2005

(Seal)



My Commission Expires

  
\_\_\_\_\_  
Notary Signature  
Jose M. Arenas

2005 JAN 14 P 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**