

FROM

(TUE) JAN 25 2005 21:02/ST. 21:01/No. 6834432135 P 1

**P05000012489**

Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305)577-9716  
Fax Number : (305)577-9718

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

**Distell Intertrade, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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FROM

(TUE) JAN 25 2005 21:02/ST. 21:01/No. 6834432135 P 2

H05000019904

ARTICLES OF INCORPORATION OF

Distell Intertrade Inc.

\_\_\_\_\_  
(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Distell Intertrade Inc.

with the principal place of business and mailing address at:

7930 NW 36 Street, Suite 386  
Doral, FL 33166

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

254 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Jaime Carreira; President  
7930 NW 36 Street, Suite 386, Doral, FL 33166

Eduardo Gomes; Secretary  
7930 NW 36 Street, Suite 386, Doral, FL 33166

ARTICLE VI - INCORPORATORS

The name of and address of the persons signing this article are:

Martti Kalkas  
245 SE 1<sup>st</sup> St. Ste 311, Miami, FL 33131

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of January 2005



Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Distell Intertrade Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
245 SE1st St. Ste 311  
Miami, FL 33131

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

Distell Intertrade Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 21<sup>st</sup> day of January 2005.



Registered Agent

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