

PD5000099646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

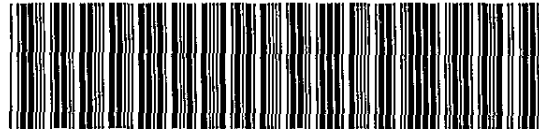
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only

B. WHITE JUL 15 2005



700055957757

07/14/05--01042--004 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 JUL 14 A 2:45

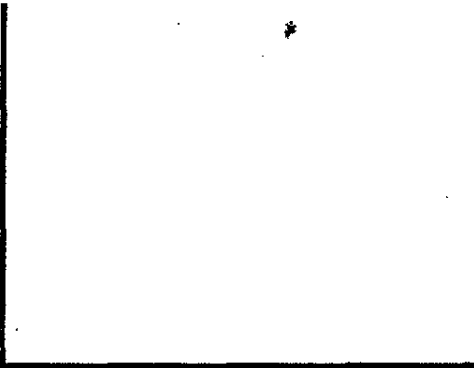
FILED

RECEIVED  
JUL 15 2005

**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**



Office Use Only

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

1. L & H IMPORT AND EXPORT CORPORATION  
(Corporation Name) (Document #)

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

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

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

- Walk in
- Mail out
- Pick up time 2:00
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R. A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

**Examiner's Initials**

ARTICLES OF INCORPORATION **FILED**

**ARTICLE I - NAME**

The name of the corporation shall be **L & H IMPORT AND EXPORT CORPORATION.**

2005 JUL 14 A 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this

corporation shall be **12975 SW 150th Terr., Miami, FL, 33186.**

**ARTICLE III - PURPOSE AND DURATION**

This corporation is organized for the purpose of transacting

any and all lawful business, and shall have perpetual

existence commencing at the time of filing of the ARTICLES

OF INCORPORATION with the Department of State.

**ARTICLE IV - STOCKS**

the number of shares of stock that this corporation is

authorized to have outstanding at any one time is 500 shares

at \$ 1.00 (one dollar) each par value common stocks.

**ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS**

Shares of capital stock of this corporation shall be issued

initially to the following persons in the amount set opposite

their names:

Carlos A. Valadares Silva \_\_\_\_\_ 249.5 Shares

Paulo S. Simoes Franco \_\_\_\_\_ 249.5 Shares

Annette Y. Vazquez \_\_\_\_\_ 1 Share

ay  
A  
M

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 the shareholders and this corporation.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially.

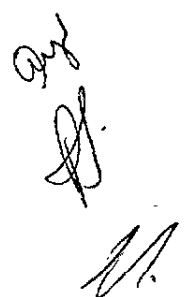
The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and street address of the initial directors of this corporation are:

|                                 |                |
|---------------------------------|----------------|
| Carlos A. Valadares Silva _____ | President      |
| Paulo S. Simoes Franco _____    | Vice-President |
| Annette Y. Vazquez _____        | Director       |

**ARTICLE VII - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Second Page



**ARTICLE VIII - 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 IX - CUMULATIVE VOTING**

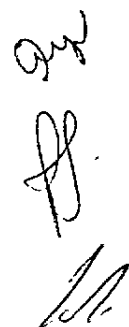
At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle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

**ARTICLE X - CALLING OF SPECIAL MEETING**

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

**ARTICLE XI - BYLAWS**

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

Three handwritten signatures in black ink, stacked vertically on the right side of the page. The top signature is a cursive 'D', the middle one is a cursive 'B', and the bottom one is a cursive 'M'.

**ARTICLE XII - 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.


**ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION**


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

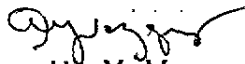
**ARTICLE XIV - INCORPORATORS**

The names and street address of the incorporators to

these Articles of Incorporation are:

  
Carlos A. Valadares Silva  
12975 SW 150th Terr  
Miami, FL 33186

  
Paulo S. Simoes Franco  
12975 SW 150th Terr  
Miami, FL 33186

  
Annette Y. Vazquez  
12975 SW 150th Terr  
Miami, FL 33186

The undersigned subscribers have executed these Articles of Incorporation this **11 day of July of 2005.**

  
**Carlos A. Valadares Silva**  
President

  
**Paulo S. Simoes Franco**  
Vice-President

  
**Annette Y. Vazquez**  
Director

FILED

2005 JUL 14 A 2:45

**ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this corporation is **Annette Y. Vazquez.**

The street address of the initial registered agent of this **12975 SW 150th Terr. Miami, Florida 33186.**

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of Florida statutes.

Agent Sign *Annette Y. Vazquez*

Date: **July 11 of 2005.**

*Handwritten initials/signature*

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

**FILED**

2005 JUL 14 A 2:45

**BEFORE ME**, an officer duly authorized in the State of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

aforesaid and in the County aforesaid, to

take acknowledgments, personally appeared

Carlos A. Valadares Silva, Paulo S. Simoes

Franco and Annette Y. Vazquez, to me known

to be the persons described in and who

executed the same for the purposes

therein expressed.

**WITNESS** my hand and official seal in the County

and State last aforesaid on this **11 day**

**of July of 2005.**



**NOTARY PUBLIC**  
State of Florida at Large

My commission expires:

