

P05000130191

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.

(((H05000224389 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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

STATE
TALLAHASSEE
FLORIDA

2005 SEP 21 AM 11:07

FLORIDA PROFIT CORPORATION OR P.A.

eteria import and export, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000224389

2005 SEP 21 AM 11:07

(4)

ARTICLES OF INCORPORATION
OF

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

ETERIA IMPORT AND EXPORT, INC.

Pursuant to the Florida General Corporation Act, the undersigned being the incorporator (s) with respect to these Articles of Incorporation, states as follows:

ARTICLE I- NAME

The name of this corporation is ETERIA IMPORT AND EXPORT, INC.

ARTICLE II- PRINCIPAL OFFICE

The initial place of business or mailing address of the Corporation shall be located at 7455 SW 39 ST, Miami, Fl 33155.

ARTICLE III- TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon filing of these articles with the Florida Department of State, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-AUTHORIZED SHARES

This Corporation is authorized to issue one hundred (100) shares of common stock, each of such shares of stock to be one dollar of value.

ARTICLE VI- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction and affairs of the Corporation shall be managed under the direction of its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at special meeting called for that

H05000224389

EMPIRE

SEP-21-2005 11:13

purposed, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. Once a quorum at a director's meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by laws of the Corporation. The initial director, who shall hold office until his / her successor have been elected and qualifies, is:

Name of Director

Director's address:

Jose A. Sanchez Roldan

7455 SW 39 ST, Miami, FL 33155

ARTICLE VII INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, directors, officers or other persons exercising the Corporation's powers and duties ("the persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation as well as its independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VIII-BY LAWS

The power to adopt, alter, amend or repeal bylaw shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders provide that such bylaw shall be not altered, amended or repealed by the board of directors.

ARTICLE IX-INCORPORATOR

The subscriber to these Articles is Jose A. Sanchez Roldan, whose have address has been expresse before, who is the initially the Director of the Corporation.

H05000224384

ARTICLE X- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7455 SW 39 ST., Miami, FL 33155 and the name of the initial registered agent of the Corporation at that address is Mario Ponce. The registered agent hereby accepts such designation and agrees to comply with the provisions of all statutes relative to the proper and complete performance of such office, and accepts his duties and obligations under Florida Statutes.

Having name as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mario Ponce
Mario Ponce/ Registered Agent

IN WITNESS WHEREOF, the undersigned, hereby execute and file these articles of Incorporation in the City of Miami, State of Florida, on September 14, 2005.

Jose A. Sanchez Roldan Incorporator

State of Florida,

County of Dade

2005 SEP 21 AM 11:07
FILED
CLERK OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jose A. Sanchez Roldan, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and the acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida on the first day above written.

Alexandra Vasquez
Notary Public.



Alexandra Vasquez
My Commission DC200081
Expires April 3, 2007

H05000224389