

P0800000/2696

(Requestor's Name)

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☐ PICK-UP

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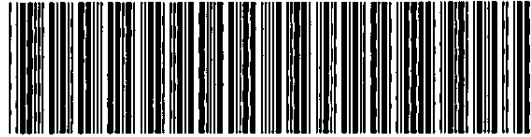
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 FEB - 4 PM 12:39
TALLAHASSEE, FLORIDA

FILED
2008 FEB - 4 P 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 4 2008

D.A. WHITE

LAZARUS

CORPORATE FILING SERVICE
3320 SW 87TH AVENUE
MIAMI, FL 33165
305-552-5973

Office Use Only

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

1. LATINOIS GROCERY DISCOUNT INC.
(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

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☐ Photocopy

☐ 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

LATINO'S GROCERY DISCOUNT INC

We, the undersigned, do hereby associate ourselves together and subscribe These Articles of incorporation for the purpose of forming corporation under the laws of the State of Florida , Chapter 607 subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be:

LATINO'S GROCERY DISCOUNT INC

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2008 FEB -4 P 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the law of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) This corporation is organized for the purpose of engaging in a business organized under Florida General Corporation law, Chapter 607, Florida Statutes.
- b) To manufacture, purchase of otherwise acquire , and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of , and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the States of Florida, and in all other states, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such

mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

- e) To purchase of corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, right, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, stock companies, syndicates, association firms, trusts, or persons, public or private, or by the government of the United of America, of by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consent and vote thereon and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
- g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock, which the corporation shall Have outstanding at any time, shall be **500 SHARES**, common stock **\$ 1.00 DOLLARS PER VALUE**.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

1782 SW 1ST
MIAMI FL 33135

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have TWO director (s) initially. The numbers of directors may be increased or decreased from time to time in such manner as may be prescribe by the by-laws , but shall never be less than one (1), not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who server at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or hers having heretofore or hereafter been a director or officer of this corporation, or by reason if any action allege to have been heretofore or hereafter taken or omitted by him or her in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for ,any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify of reimburse such person in any proper came even though not specifically herein provider for.

No contact or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by

the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors, or officer, of such other corporation. Any director, individual or any Firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the boards of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were no such directors or officer of such other corporation or not so interested.

ARTICLR SIX

The names and post office addresses of the members of the First Board of Directors and Officers who shall for the first years of existence of the corporation of until their successors are elected or appointed and have qualified, *are as follows:*

BOARD OF DIRECTORS

NAME

MIRIAM MELENDEZ

PRESIDENT

ADELA VELASQUEZ

VICE PRESIDENT

OFFICER

MIRIAM MELENDEZ

PRESIDENT

ADELA VELASQUEZ

VICE PRESIDENT

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

MIRIAM MELENDEZ

1782 SW 1ST
MIAMI FL 33135

ADELA VELASQUEZ

1782 SW 1ST
MIAMI FL 33135

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article two of these Articles of incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE NINE

Theses Article of incorporation may be amended in the manner provider by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a stockholder's meeting by a majority of the stock *entitled* to vote thereon.

ARTICLE TEN

Upon election of Board of directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from stockholders, except as by law or in these Article otherwise provided, any action of such Board of Directors may be rescinded, or any officer or director remove from office ,only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-law of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of directors *at or before* the time of issuance thereof.

ARTICLE ELEVEN

The private property of stockholders, officer and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

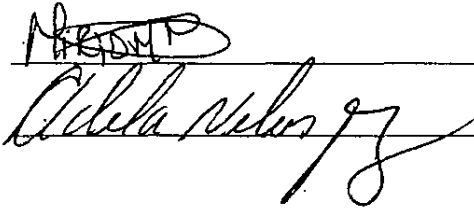
The registered Agent for services of process in the State of Florida, and its registered office shall be:

MIRIAM MELENDEZ
1782 SW 1ST
MIAMI FL 33135

ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the by-laws of this corporation as provided under chapter 607.081 of the Florida statues, restricting the power vested in the board of Directors to adopt, amend, or repeal the by-laws within its regular course or business.

IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their hands
And affix their seals on this 31 day of JANUARY/2008

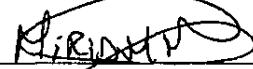


ACKNOWLEDEMENT BY RESITERED AGENT

The undersigned, having been named in the foregoing article of incorporation of:

LATINO'S GROCERY DISCOUNT INC

To accept services of process, hereby accepts such designation.



STATE OF FLORIDA)

) SS

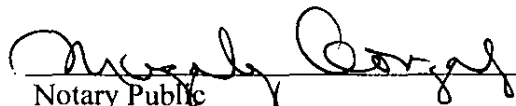
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

NAME MIRIAM MELENDEZ

To me well known and known to me to be persons described in, whom after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntary for the purpose therein expressed

IN WITNESS WHEREOF, I have hereunto set my hand official seal, at Hialeah, said County and State, this 31 day of JANUARY/2008.



Notary Public
State of Florida at Large



FILED
2008 FEB - 4 P 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA