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(Requestor's Name)

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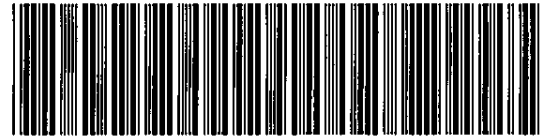
(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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



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07/18/08--01003--024 \*\*78.75

RECEIVED  
08 JUL 18 AM 11:18  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
08 JUL 18 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
7/21

Special Instructions to Filing Officer:

*Guerra*  
Orlando/w Lazarus **GAVE**  
AUTHORIZATION BY PHONE TO  
**CORRECT** Add incorporators address  
DATE 7/21/08  
DOC. EXAM MRB

Office Use Only

# LAZARUS

## CORPORATE FILING SERVICE

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

MIAMI, FL 33165 (305) 552-5973

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. BELMAR Import & Export  
(Corporation Name) (Document #)

2. Corp.  
(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

- 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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BELMAR IMPORT & EXPORT CORP.

ARTICLE ONE

NAME

The name of this corporation is:

BELMAR IMPORT & EXPORT CORP.

The principal place of business of this corporation shall be  
13815 S.W. 106 TERR., MIAMI, FLORIDA 33186.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business  
permitted under the laws of the United States of America  
and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless  
sooner dissolved in accordance with the laws of the State  
of Florida. The date on which corporate existence shall  
begin is: **UPON FILING WITH THE SECRETARY OF STATE.**

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is: 500.
- C. Par Value. Each share of Common Stock shall have the par value of: \$1.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligation.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 13815 S.W. 106 TERR.  
MIAMI, FLORIDA 33186 and the name of the initial Registered Agent of this corporation at that address is RUBENS ONOFRIO.

**ARTICLE SIX**

**OFFICERS & DIRECTORS**

This corporation shall have initially ONE Directors. The number of Officers and Directors may be either increased or decreased from time to time by the bylaws but shall never be less than ONE. The names and addresses of the initial Officers and Directors of this corporation are:

RUBENS ONOFRIO  
DIRECTOR/PRESIDENT/  
SECRETARY/TREASURER

13815 S.W. 106 TERR.  
MIAMI, FLORIDA 33186

**ARTICLE SEVEN**

**BY-LAWS**

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

**ARTICLE EIGHT**

**SHAREHOLDER QUORUM AND VOTING**

100% of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE NINE**

**SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

ARTICLE TEN

COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

ARTICLE ELEVEN

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

ARTICLE TWELVE

DIRECTOR QUORUM AND VOTING

100 % of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of 100% of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100% of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE THIRTEEN

INDEMNIFICATION

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

ARTICLE FOURTEEN

DIVIDENDS

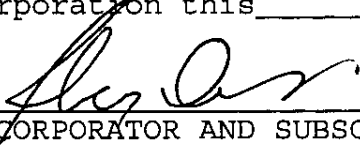
Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE FIFTEEN

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 subscriber has executed these articles of incorporation this 17TH day of JULY, 2008.

  
\_\_\_\_\_  
INCORPORATOR AND SUBSCRIBER

RUBENS ONOFRIO

NAME

13815 S.W. 106 TERR.  
MIAMI, FLORIDA 33186

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

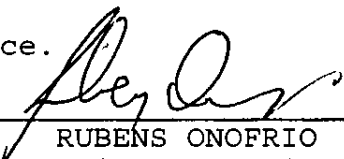
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that RUBENS ONOFRIO

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:** (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
RUBENS ONOFRIO  
REGISTERED AGENT

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