

# P08000105250

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(Requestor's Name)

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☐ PICK-UP

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\_\_\_\_\_  
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DEPT. OF CORP. OPERATIONS  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 803797 81188A

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : November 24, 2008

ORDER TIME : 4:26 PM

ORDER NO. : 803797-015

CUSTOMER NO: 81188A

DOMESTIC FILING

NAME: FMCD INTERNATIONAL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**  
Please give original  
submission date as file date.

November 26, 2008

CINDY HARRIS  
CSC

SUBJECT: FMCD INTERNATIONAL CORP  
Ref. Number: W08000053301

We have received your document for FMCD INTERNATIONAL CORP and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist Supervisor

Letter Number: 608A00058553

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SUFFICIENCY OF FILING

# ARTICLES OF INCORPORATION FILED

OF

2000 NOV 25 A 10: 53

## FMCD INTERNATIONAL CORP

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under chapter 607, Florida status, as amended, adopt the following Articles of Incorporation:

### ARTICLE I- NAME

The name of the corporation is: FMCD INTERNATIONAL CORP.

### ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- **To buy and sell merchandise of dry good and related good.**
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as the Board of Directors. May determine agents in such capacity and on such conditions as from time to time.
- 3- To acquire by purchase, lease or other wise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of very kind and description, incidental to, connected or suitable, necessary or convenient for any purpose enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporations, or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statue, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

### ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such considerations, as they may deem appropriate. The consideration may include money or other property which shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for exempt from assessment. Additional shares can be authorized by the Board of Directors.

#### ARTICLE IV- DURATION

This corporation shall have perpetual existence.

#### ARTICLE V- PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be: **645 NW 72 STRET, MIAMI FL 33150** or other such places as may be designated by the Board of Directors.

#### ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of 4 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors shall be less than one. Said directors shall be of full age and at least one of them to be a citizen of the United States. Any director may be removed without cause at any annual meeting where a quorum is present in person or proxy.

#### ARTICLE VII- INITIAL OFFICERS

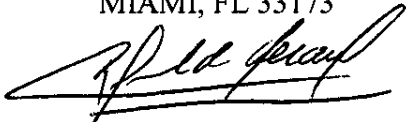
The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FRITZ M. DUPUY	PRESIDENT And SECRETARY	645 NW 72 STREET, Miami, Fl 33150
SACHA DUPUY	VICE-PRESIDENT	645 NW 72 STREET MIAMI, FL 33150
CHRISTOPHER DUPUY	VICE-PRESIDENT	645 NW 72 STREET MIAMI, FL 33150
KARLY FILS-AIME	VICE -PRESIDENT	645 NW 72 STREET MIAMI, FL 33150

#### ARTICLE VII- INCORPORATOR

The name and address of the incorporator is:

REYNOLD HERAUX  
10300 SW 72 ST SUITE 460  
MIAMI, FL 33173



REYNOLD HERAUX

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SECRETARY OF STATE  
DAVID A. HASSE, FLORIDA

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**ARTICLE VII- REGISTERED AGENT**

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX; 10300 SW 72 ST SUITE 460; MIAMI, FL 33173

Accepted:

  
REYNOLD HERAUX

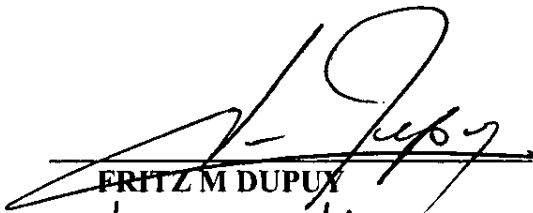
**ARTICLE VIII- MANAGEMENT BY STOCKHOLDERS**

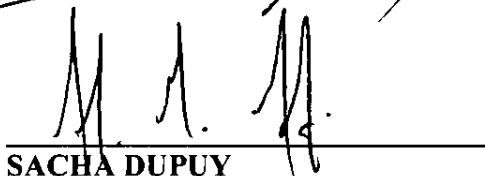
All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, a Secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided by the Bylaws of the corporation, which said Bylaws may be amended at anytime in accordance with their provisions. The incorporators shall manage the business of the corporation until they are issued outstanding shares of stock standing in the name of the shareholders of record.

**ARTICLE IX- UNANIMOUS CONSENT**

The shareholders, by unanimous consent, evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the person(s) named below have hereby executed this 21 day of November, 2008

  
FRITZ M DUPUY

  
SACHA DUPUY

  
CHRISTOPHER DUPUY

  
KARLY FILS-AIME

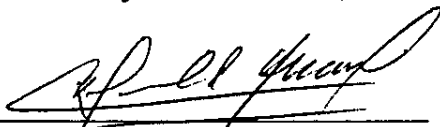
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

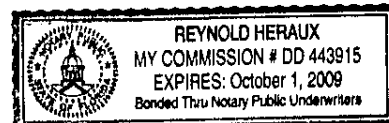
FILED

**STATE OF FLORIDA  
COUNTY OF DADE**

I, HEREBY CERTIFY that on this day before me as a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared: FRITZ M DUPUY, SACHA DUPUY, CHRISTOPHER DUPUY and KARLY FILS-AIME to me known to the person(s) described the subscriber to the foregoing Article of Incorporation in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA,  
this 21 day of November, 2008

  
Notary signature



Notary seal

**REGISTERED AGENT**

In pursuance of chapter 48.092 Florida Statutes is submitted in compliance with the said act. That . desiring to organize under the State of Florida with his principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named REYNOLD HERAUX, 10300 SW 72 St. suite 460, Miami, Florida 33173 as its agent to accept service of process within the State.

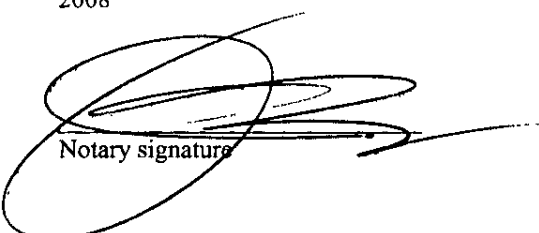
ACCEPTED:

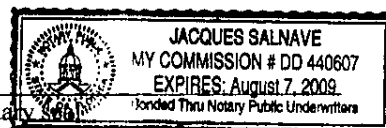
REYNOLD HERAUX

STATE OF FLORIDA  
COUNTY OF DADE

I, hereby certify that on this day before me, a Notary Public, dully authorized in the State and County above named, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the forgoing Registered Agent Certificate and acknowledge before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and Stat above named this 20<sup>th</sup> day of November, 2008

  
Notary signature



Notary seal

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA