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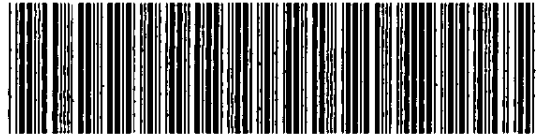
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TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** CALI DISTRIBUTION, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 (Filing Fee, Certified Copy and Certificate).

**FROM:** Martha Gomez  
26556 Angelisa Road  
Punta Gorda, Florida 33955

# ARTICLES OF INCORPORATION

## CALI DISTRIBUTION INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE I NAME

The name of the corporation shall be "Cali Distribution, Inc."

### ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

26556 Angelica Street  
Punta Gorda, Florida 33955

### ARTICLE III PURPOSE(S)

The purposes for which the corporation organized is to engage in any activity or business permitted under the laws of the State of Florida and of the United States including but not limited to:

- To provide export/import sales, merchandising, and services between the United States of America and Colombia South America.
- To do such other things as are allowable under the State of Florida Corporate Law Statute.

### ARTICLE IV TERM OF EXISTENCE

The corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

### ARTICLE V STOCKS

The number of shares that this corporation is authorized to have is 100 shares at \$1.00 par value.

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Initial issuance shall be equal between the officers and directors with such stock held in reserve as the Corporation may so deem desirable.

## **ARTICLE V DIRECTORS**

The corporation's Board of Directors shall manage the business of the corporation. The maximum number of directors may be increased or diminished from time to time by amendment to the Bylaws in accordance therewith, but shall never be less than one (1).

Initially the President USA, the President Colombia and the Secretary and Treasurer shall serve for three years. The original Directors and terms for which each will serve are set forth below:

<b>NAME</b>	<b>OFFICE</b>	<b>ADDRESS</b>	<b>TERM</b>
1. Martha Gomez	President USA	26556 Angelica Road Punta Gorda, FL 33955	3 year
2. Carlos Duque	President Colombia	KRA 5 #1864 Cali Colombia	3 year
3. Claudia Marixa Duque	Sec/Treas.	Calle 1A #55B-138 Cali Colombia	3 year

## **ARTICLE VI OFFICERS**

The Officers of the Corporation, as provided by the Bylaws of the Corporation shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The initial Officers are listed below. The Directors shall elect the regular Officers of the Corporation at the annual meeting for the term of three (3) years.

President USA	Martha Gomez
President Colombia	Carlos Duque
Secretary/Treasurer	Maritza Duque

## **ARTICLE VII**

## **BYLAWS**

The Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

### **ARTICLE VIII MEETINGS BY CONFERENCE TELEPHONE, ETC.**

Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference telephone, virtual conference by computer, or similar communications equipment where all parties may be present in the hearing of one another, or as otherwise provided by law.

### **ARTICLE IX INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation and pursuant to the provisions of the Florida Business Corporation Act as amended.

### **ARTICLE X AMENDMENT**

The Articles of Incorporation be amended upon a two-third's (2/3) vote of the Board of Directors, with the exception of amending the purpose, which requires One Hundred (100%) percent of the Board of Directors.

### **ARTICLE XI MEDIATION**

Any unresolved disputes on the Board of Directors or the Officers shall be resolved in the following manner: the unresolved dispute shall be submitted to mediation within 14 days and shall be mediated by another Certified Mediator. If the Directors or Officers cannot agree on the selection of a mediator, then each Director or Officer shall select a Certified Mediator, and from those chosen the Certified Mediators shall be narrowed down to two who shall co-mediate the dispute. The agreement reached shall have the force of a contract and be enforced in the same fashion as a decision made in any court having competent jurisdiction. The cost of mediation and all expenses associated therewith shall be assessed equally against the Director(s) and Officer(s).

**ARTICLE XII  
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial Registered Agent and street address of the initial Registered Office in the State of Florida in **Martha Gomez**, a resident of the State of Florida, **26556 Angelica Street, Punta Gorda, Florida, in Charlotte County**. The Board of Directors may, from time to time, and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

**ARTICLE XIII  
EFFECTIVE DATE**


These Articles of Incorporation shall be effective upon filing.

**ARTICLE XIV  
INCORPORATION**

The name and street address of the incorporator to these Articles of Incorporation is:

Martha Gomez  
26556 Angelica Street  
Punta Gorda, FL 33955

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this \_\_\_<sup>th</sup> day of April, 2010.

  
Martha Gomez, Incorporator *Registered Agent*