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FLORIDA PROFIT/NON PROFIT CORPORATION

distribuidora II mega, inc.

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ARTICLES OF INCORPORATION

FOR

**Distribuidora II Mega, INC.
a Florida corporation**

ARTICLE ONE

The name and address of the corporation shall be:

Distribuidora II Mega, Inc.
150 Alhambra Circle, Suite 715
Coral Gables, FL 33134

**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
TERM OF EXISTENCE**

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: December 21, 2010

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

This document prepared by:
Carlos A. Ziegenhirt, Esq.
Florida Bar No.: 178896
150 Alhambra Circle, Suite 715
Coral Gables, FL 33134
Tel: 305-443-7800
Fax: 305-443-7868

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**ARTICLE FIVE
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have minimum of one (1) Director.

**ARTICLE SIX
CLASSES OF DIRECTORS**

The Bylaws of this Corporations may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

**ARTICLE SEVEN
AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE EIGHT
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: 60.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$0.
- (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 judgment 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 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 (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.

(g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.

(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: 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 obligations.

ARTICLE NINE PRINCIPAL OFFICES OF CORPORATION

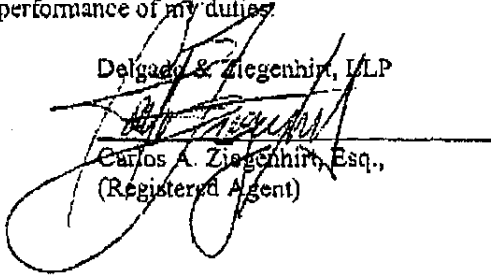
The principal offices of the corporation shall be at 150 Alhambra Circle, Suite 715, Coral Gables, FL 33134.

ARTICLE TEN REGISTERED OFFICE AND REGISTERED AGENT

The registered agent for the Corporation is Delgado & Ziegenhirt, LLP and the registered agent's address is 150 Alhambra Circle, Suite 715, Coral Gables, FL 33134.

I HEREBY AGREE to act as Registered Agent for Distribuidora II Mega, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Delgado & Ziegenhirt, LLP


Carlos A. Ziegenhirt, Esq.,
(Registered Agent)

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INITIAL DIRECTOR(S)

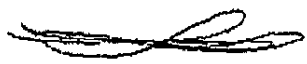
The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointments.

Director/President:	Freddy Jose Zambrano Rodriguez
Director/Vice-President:	Lisbia Hayde Contreras Zambrano
Director/Secretary	Adriana Coromoto Zambrano Contreras

SOLE SUBSCRIBER

The undersigned individual, Freddy Jose Zambrano Rodriguez, with a business address of 150 Alhambra Circle, Suite 715, Coral Gables, FL 33134, competent to contract, execute these Articles of Incorporation as subscriber and does make, subscribe, acknowledge, and file this Certificate for the sole purpose of forming a Corporation for profit under the laws of the State of Florida.

Dated: December 21, 2010

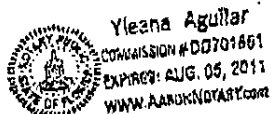


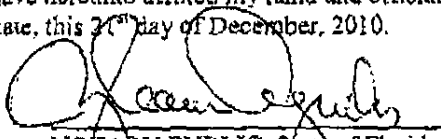
Freddy Jose Zambrano Rodriguez
Subscriber

STATE OF FLORIDA)
 :ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Freddy Jose Zambrano Rodriguez, who is the person named in the document requiring notarization and is () personally known to me or (X) produced Venezuela as owner identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 21st day of December, 2010.




 NOTARY PUBLIC, State of Florida
 My Commission Expires:

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