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INDUSTRIES

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STATE OF FLORIDA

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

402 EAST GAINES STREET

MIAMI FL 33136-2870

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: L & L GROCERY AND SEAFOODS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
L & L GROCERY AND SEAFOODS, INC.

THE UNDERSIGNED, A SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, HEREBY PRESENTS FOR THE FORMATION OF A CORPORATION, UNDER THE LAWS OF THE STATE OF FLORIDA, UNDER AND BY VIRTUE OF THE FOLLOWING:

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: L & L GROCERY AND SEAFOODS, INC.

THE ADDRESS OF THE CORPORATION IS 10571 S.W. 174TH TERRACE, MIAMI, FLORIDA 33157.

ARTICLE II PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF PROVIDING ANY OR ALL LAWFUL BUSINESS EXISTING UNDER AND BY VIRTUE OF CHAPTER 607, FLORIDA STATUTES, IT BEING THE INTENTION THAT THIS CORPORATION MAY CONDUCT AND TRANSACT ANY BUSINESS LAWFULLY AUTHORIZED AND NOT PROHIBITED BY CHAPTER 607, FLORIDA STATUTES.

ARTICLE III CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV

NO HOLDER OF ANY OF THE SHARES OF ANY CLASS OF THE CORPORATION SHALL BE ENTITLED AS OF RIGHT TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE ANY CLASS OF THE CORPORATION WHICH THE CORPORATION PROPOSES TO GRANT FOR THE PURCHASE OF ANY SHARES, BONDS, SECURITIES, OR OBLIGATIONS OF THE CORPORATIONS WHICH ARE CONVERTIBLE INTO OR EXCHANGEABLE FOR, OR WHICH CARRY ANY RIGHTS TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE SHARES OF ANY CLASS OF THE CORPORATION; AND ANY AND ALL SUCH SHARES, BONDS, SECURITIES OR OBLIGATIONS OF THE CORPORATION, WHETHER NOW OR HEREFTER AUTHORIZED OR CREATED, MAY BE ISSUED, OR MAY BE RE-ISSUED OR TRANSFERRED IF THE SAME HAVE BEEN RE-ACQUIRED AND HAVE TREASURY STATUS, AND ANY AND ALL SUCH RIGHTS AND OPTIONS MAY BE GRANTED BY THE BOARD OF DIRECTORS TO SUCH PERSONS, FIRMS, CORPORATIONS AND ASSOCIATIONS, AND FOR SUCH LAWFUL CONSIDERATIONS AND ON SUCH TERMS, AS THE BOARD OF DIRECTORS IN ITS DISCRETION MAY DETERMINE.

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305-350-7032

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ARTICLE V

THIS CORPORATION SHALL HAVE THE POWER, AT ITS OPTION, TO PURCHASE AND ACQUIRE ANY AND ALL OF ITS SHARES OWNED AND HELD BY ANY SUCH SHAREHOLDER AS SHOULD DESIRE TO SELL, TRANSFER, OR OTHERWISE DISPOSE OF HIS SHARES, PROVIDED, HOWEVER, THE CAPITAL OF THIS CORPORATION IS NOT IMPAIRED.

THE BOARD OF DIRECTORS SHALL HAVE THE GENERAL MANAGEMENT AND CONTROL OF THIS CORPORATION'S BUSINESS AND MAY EXERCISE THE POWERS OF THE CORPORATION EXCEPT SUCH AS MAY BE BY THE STATUTE OR BY THESE ARTICLES OF INCORPORATION OR AMENDMENT THERETO, OR THE BY-LAWS AS EXECUTED FROM TIME TO TIME, EXPRESSLY CONFERRED UPON OR RESERVED TO THE STOCKHOLDERS.

THE DIRECTORS MAY PRESCRIBE A METHOD OR METHODS FOR REPLACEMENT OF LOST CERTIFICATES, MAY PRESCRIBE REASONABLE CONDITIONS BY WAY OF SECURITY UPON THE ISSUE OF NEW CERTIFICATES THEREFOR.

THE DIRECTORS MAY, WITHOUT THE ASSENT OR VOTE OF THE STOCKHOLDERS, AUTHORIZE AND ISSUE OBLIGATIONS OF THIS CORPORATION, SECURED OR UNSECURED, AND INCLUDED THEREIN SUCH PROVISIONS AS TO REDEEMABILITY, CONVERTABILITY OR OTHERWISE, AS THEY, IN THEIR SOLE DISCRETION, MAY DETERMINE, AND THE BOARD OF DIRECTORS MAY AUTHORIZE THE MORTGAGING OR PLEDGING, AS SECURITY THEREFOR, OF ANY PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING PROPERTY ACQUIRED THEREAFTER.

THIS CORPORATION SHALL HAVE SUCH OFFICERS AS MAY FROM TIME TO TIME BE PROVIDED BY THE BY-LAWS, AND SUCH OFFICERS SHALL BE DESIGNATED IN SUCH MANNER AND SHALL HOLD THEIR OFFICES FOR SUCH TERMS AND SHALL HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED THEREIN OR DETERMINED FROM TIME TO TIME BY BOARD OF DIRECTORS, SUBJECT TO THE BY-LAWS.

ARTICLE VI

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE 10571 S.W. 174TH TERRACE, MIAMI, FLORIDA 33157.

ARTICLE VII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE AS FOLLOWS:

GENEVA A. LINDSAY
10571 S.W. 174TH TERRACE
MIAMI FL. 33157

LAXLEY C. LINDSAY
10571 S.W. 174TH TERR
MIAMI FL. 33157

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ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATORS ARE AS FOLLOWS:

GENEVA A. LINDSAY
10571 S.W. 174TH TERRACE
MIAMI FL. 33157
PRESIDENT

LAXLEY C. LINDSAY
10571 S.W. 174TH TERRACE
MIAMI FL. 33157

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED BY THE FACT THAT ANY DIRECTOR OF THIS CORPORATION IS INTERESTED IN, OR IS A DIRECTOR OR OFFICER OF, SUCH OTHER CORPORATIONS, AND ANY DIRECTOR, INDIVIDUALLY OR JOINTLY, MAY BE A PARTY TO, OR MAY BE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION OR IN WHICH THIS CORPORATION IS INTERESTED; AND NO CONTRACT, OR OTHER TRANSACTION OF THIS CORPORATION WITH ANY PERSON, FIRM OR CORPORATION WHEREIN A DIRECTOR IS IN ANY WAY CONNECTED WITH SUCH PERSON, FIRM OR CORPORATION, SHALL BE INVALID AND EVERY PERSON WHO MAY BECOME A DIRECTOR OF THIS CORPORATION IS HEREBY RELIEVED FROM ANY LIABILITY THAT MIGHT OTHERWISE EXIST FROM CONTRACTING WITH THIS CORPORATION FOR THE BENEFIT OF HIMSELF OR ANY FIRM, ASSOCIATION, OR CORPORATION IN WHICH HE MAY BE INTERESTED.

ARTICLE X

ANY DIRECTOR OF THIS CORPORATION MAY BE REMOVED AT ANY OR SPECIAL MEETING OF THE STOCKHOLDERS BY THE SAME VOTE AS THAT REQUIRED TO ELECT A DIRECTOR.

ARTICLE XI

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE POWER TO INCLUDE IN THE BY-LAWS, ADOPTED BY THE HOLDERS OF A TWO-THIRDS MAJORITY OF THE SHAREHOLDERS OF THIS CORPORATION, ANY REGULATORY OR RESTRICTIVE PROVISION REGARDING THE PROPOSED SALE, TRANSFER, OR OTHER DISPOSITION OF ANY OF THE OUTSTANDING SHARES OF THIS CORPORATION BY ANY OF ITS SHAREHOLDERS, THE MANNER AND FORM, AS WELL AS RELEVANT TERMS, CONDITIONS AND DETAIL THEREOF, SHALL BE DETERMINED BY THE SHAREHOLDERS OF THIS CORPORATION; PROVIDED, HOWEVER THAT SUCH REGULATORY OR RESTRICTIVE PROVISIONS SHALL NOT AFFECT THE RIGHTS OF THIRD PARTIES WITHOUT ACTUAL NOTICE THEREOF, UNLESS EXISTENCE OF SUCH PROVISION SHALL BE PLAINLY WRITTEN UPON THE CERTIFICATE EVIDENCING THE OWNERSHIP OF SUCH STOCK.

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ARTICLE XII

THE CORPORATION SHALL, TO THE FULLEST EXTENT PERMITTED BY THE PROVISIONS OF THE FLORIDA CORPORATION ACT, AS THE SAME MAY BE AMENDED AND SUPPLEMENTED, INDEMNIFY ANY AND ALL PERSONS WHOM IT SHALL HAVE POWER TO INDEMNIFY UNDER SAID PROVISIONS FROM AND AGAINST ANY AND ALL OF THE EXPENSES, LIABILITIES OR OTHER MATTERS REFERRED TO IN OR COVERED FOR HEREIN SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER BY-LAW, AGREEMENT, VOTE OF SHAREHOLDERS OR DISINTERESTED DIRECTORS OR OTHERWISE, BOTH AS TO ACTION IN HIS OFFICIAL CAPACITY AND AS TO ACTION IN ANOTHER CAPACITY WHILE HOLDING SUCH OFFICE, AND SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO BE DIRECTOR OR OFFICER, AND SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH A PERSON.

ARTICLE XIII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF SHAREHOLDERS ARE SUBJECT TO THIS RESERVATION.

ARTICLE XIV

THE REGISTERED AGENT FOR THIS CORPORATION SHALL BE:

GENEVA A LINDSAY
10571 S.W. 174TH TERRACE
MIAMI, FL. 33157

IN WITNESS WHEREOF, I HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 13TH DAY OF FEBRUARY, 1995.


GENEVA A. LINDSAY
INCORPORATOR


LAXLEY C. LINDSAY
INCORPORATOR

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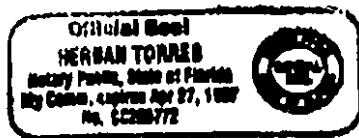
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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED GENEVA A. LINDSAY AND LAXLEY C. LINDSAY, TO ME KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED TO AND BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THERIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREBY SET MY HAND AND SEAL THIS 28TH DAY OF FEBRUARY, 1995.



NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA AT LARGE

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TALLAHASSEE, FLORIDA

MY COMMISSION EXPIRES:

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

L & L GROCERY AND SEAFOODS, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA HAS NAMED GENEVA A. LINDSAY LOCATED AT 10571 S.W. 174TH TERRACE, MIAMI FL. 33157 COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT FOR SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

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.

GENEVA A. LINDSAY
REGISTERED AGENT

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