

05/25/95 1144 FAB-T CORPORATE AGENTS (15) 92 .00

**P45000041519**

5/25/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

1150

((H95000005892))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8403 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

33401-0000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000005892))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RIOS ALVAN ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000005892

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/25/1995

TIME REQUESTED: 13:58:08

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000005892))

FILED  
95 MAY 25 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



RECEIVED

21 MAY 1995

H95000005892

## ARTICLES OF INCORPORATION

of:

RIOS ALVAN ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

## ARTICLE I.

## NAME

The name of the corporation shall be RIOS ALVAN ENTERPRISES, INC.

## ARTICLE II.

## PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be located at 2606 West 65th ST.

MIAMI GARDENS, FL 33016SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY 25 PM 4:28

FILED

## ARTICLE III.

## PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a).- RETAIL / WHOLESALE OF GENERAL MERCHANDISING.

## ARTICLE IV.

## CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is: 1,000 shares of common stock, having a nominal or par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00 per share.

Prepared by: Small Business Development Associates, Inc. LATIN CHAMBER OF COMMERCE BUILDING  
1401 West Flagler Street, Suite 210  
Miami, Florida 33135 (305) 644-9000

H95000005892

**ARTICLE V.**  
**TERM**

## ARTICLE VI.

The REGISTERED AGENT for the corporation shall be WITHERMAN RIOS  
and the REGISTERED OFFICE shall be located at 2606 West 65th ST. Hialeah Gardens,  
FL 33016, or at such place the board of directors shall from time to time direct, with  
appropriate notice being given to the Secretary of State in accordance with the law.

## ARTICLE VII. DIRECTORS

This corporation shall have no less than 1 nor more than any 9 directors as set forth in the By-laws. The names and street addresses of the first board of directors of this corporation who subject to these Articles of Incorporation, By-laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

NAME	STREET ADDRESS
WITHERMAN RIOS	2606 West 65th St.
PRESIDENT 51% of Shares	Hialeah Gardens, Fl 33016
LILLIAN RIOS	2606 West 65th ST.
VICE PRESIDENT 49% of Shares	Hialeah Gardens, Fl 33016

H95000005892

**ARTICLE VIII.  
SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation is: \_\_\_\_\_

WITHERMAN RIOS, 2606 West 65th ST. Hialeah Gardens, FL 33016

**ARTICLE IX.  
PROVISO**

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation, which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of such meeting, in writing, and providing a majority of the directors shall have approved the action the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting of consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any State, county or nation, or any private organization, corporation, person or persons.

Nothing in this article shall be constructed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or where ever a greater vote is required by law or in the By-laws by that vote.

H95000005892

**ARTICLE X.  
INSPECTION OF BOOKS AND RECORDS**

the corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; no shareholder shall have the right of, inspecting any account, book or document of the corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

**ARTICLE 11.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, that are determined to be reasonable, incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

H95000005892

H95000005892

ARTICLE XII.  
TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with the law shall be present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XIII.  
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.  
III WITNESS WHEREOF, I have hereunto set my hand and seal at

Walter B. Bickel (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared WITHERMAN RIOS  
to me known to be the individual described in and who executed the foregoing Articles of Incorporation  
of RIOS ALVAN ENTERPRISES, and that acknowledged before me that signed  
and executed same for the purposes therein set forth.

III WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County,  
Florida this 22 day of May, 1995

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires: \_\_\_\_\_

H95000005892

**CERTIFICATE ACCEPTING DESIGNATION  
AS  
REGISTERED AGENT**

---

I HEREBY CERTIFY that I have accepted the designation as REGISTERED AGENT of:

WITHERMAN RIOS

and agree to serve as its agent to accept service of process within this State as its REGISTERED OFFICE.

*W. Witherman Rios* (SEAL)

FILED

95 MAY 25 PM 4: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA