

P95000066910

RAYMOND SLAUGHTER

(Requestor's Name)

420 LINCOLN RD. SUITE 201

(Address)

MIAMI BEACH, FL 33139

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300001548763  
-07/28/95--01056--016  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

ALAWRA VENTURES, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

EFFECTIVE DATE

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy 8-24-95

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 31, 1995

RAYMOND SLAUGHTER, ESQ.  
420 LINCOLN RD.  
SUITE 201  
MIAMI BEACH, FL 33139

SUBJECT: ALAWRA VENTURES, INC.  
Ref. Number: W95000015285

We have received your document for ALAWRA VENTURES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The corporate name must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 495A00036022

3/23/95

James

The correction requested  
of us. (The requested agent.....  
consistent throughout the document)  
has been taken care of.

Thank You

12 miles

FILED

95 AUG 20 AM 9:47

TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, adopt the following Articles of Incorporation.

### ARTICLE

#### Name

The name of this corporation is: ALAWRA VENTURES, INC.

EFFECTIVE DATE

8-24-95

### ARTICLE II

#### Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might of could do, viz:

To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within of without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to formed, to promote and to aid in any way in the formation of any corporation.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time of times, of payable upon the happening of a specified event of event, secured or for any of the other objects of its business to secure the same by mortgage or mortgages, or deed or property, rights, privileges or franchises

of the Corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

To manufacture, purchase, or acquire in a lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise, and property of any and every kind, class, and description, and to carry on such business as franchisors, licensors, wholesalers, retailers, importers, and exporters and to acquire all such merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such business.

To apply, purchase, or in any manner acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connections with or secured under any trademark, letters, patent, or copyrights of the United States or other countries, or otherwise, and to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise and for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissioners, factors, franchisors, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind and nature, and to sell, purchase, and deal in with merchandise of every kind or nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, associations, or corporations; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make, and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state, government or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or required by it, and, while the owner or holder of such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts to exercise all the rights of ownership in respect thereof, and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise, stock issuing, creating, or responsible for any such stocks, bonds, notes debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount. To engage in the import and export of food stuffs for sale at the wholesale and retail level and to sell food stuffs in the wholesale and retail level.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carries, on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida

And further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and to do all the acts and things and conduct any carry on all business and enterprises to do the same extent as any natural person which is not specifically prohibited by law of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

The said corporation may perform ny part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

**ARTICLE III**  
**Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand ( 10,000 ) shares of common stock of one Dollar ( \$ 1 ) per value.

**ARTICLE IV**  
**Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares .

**ARTICLE V**  
**Duration**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VI**  
**Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their prorata share thereof (as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

**ARTICLE VII**  
**Initial Registered Office, Agent and Principal Address**

The street address of the registered office of this corporation is: 420 Lincoln Road, Suite 201 , Miami Beach , FL 33139, and the name of the initial registered agent of this corporation at that address is Alessandra Weber

#### Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be wither increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the number of the first board of directors who, subject to the provisions of the Certificate of Incorporation, by the by-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME  
Alessandra Weber

ADDRESS  
420 Lincoln Road, Suite #201  
Miami Beach, Fl 33139

#### ARTICLE IX Subscribers

The name of the subscriber of these Articles of Incorporation are as follows:

NAME  
Alessandra Weber

ADDRESS  
420 Lincoln Road, Suite #201  
Miami Beach, Fl 33139

#### ARTICLE X Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI Records and Documents

The corporation shall have the further right and power to:  
From time to time determine whether and to what extent and what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock books) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection and account book of document of this corporation except as conferred by state, unless authorized by a resolution of the shareholders or board of Directors.



The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more officers within or without the Statutes of the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 24th day, of August 1995.

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

First- That ALAWRA VENTURA, Inc. to organize or qualify under the laws of the State of Florida, with its principal place of business at: 420 Lincoln Road, Suite #201, Miami Beach, Fl. 33139 Alexander Weber as its Agent to accept service of process within Florida.

Signature: Alexander Weber

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of duties.

Signature: Alexander Weber

Title: Registered Agent

Date: 8/24/95

att