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SEP 18 AM 11:55
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

9/20/95
FK

Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

M.G. & E. NUTRITION CORP.

95 SEP 19 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned residents of Dade County, Florida, all of legal age, do hereby associated ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida, and are subject to the following provisions,

ARTICLE I

The name of this corporation shall be: M.G. & E. NUTRITION CORP

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The Capital Stock of this Corporation shall be One Hundred (100) shares of \$1.00 Par Value Common Stock, Fully Paid and Non-Assessable, With full voting rights, payable in lawful U.S. currency or in property or services, at a just valuation to be determined by the Board of Directors.

ARTICLE IV

This Corporation shall commence business with a capital of ONE HUNDRED DOLLARS (\$100.00)

The following is the initial shareholder of the Corporation:

1) William Montiel, Jr.	12.50%
2) William Montiel, Sr.	6.25%
3) Ada Montiel	6.25%
4) Ivan Gallegos	12.50%
5) Luis Gutierrez	12.50%
6) Alvaro Estrada	50.00%

Total 100.00%

ARTICLE V

The principal office of the Corporation shall be located at:

6941 S.W. 128 COURT, MIAMI, FLORIDA

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VI

The business of the Corporation shall be managed by a Board of Directors, who need not be stockholders of the Corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meeting prescribed by the bylaws.

ARTICLE VII

The names and post office addresses of the members to the first Board of Directors and officers who shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

NAME	ADDRESS	TITLE
William Montiel Jr.	8803 S.W. 112 Pl. Mimai, Fla.	PRESIDENT
Luis Gutierrez	14393 S.W. 45 Terr. Miami, Fla.	DIRECTOR
Alvaro Estrada	13431 S.W. 62 St. # 4 Miami, Fla.	VICE PRESIDENT
William Montiel Sr.	6941 S.W. 128 Ct. Miami, Fla	SECRETARY
Ivan Gallegos	5645 S.W. 139 Pl. Miami, Fla.	TREASURER

ARTICLE VIII

The names and post office box addresses of each of the subscribers to the Certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

NAME	ADDRESS	TITLE
William Montiel Jr.	8803 S.W. 112 Pl. Mimai, Fla.	PRESIDENT
Luis Gutierrez	14393 S.W. 45 Terr. Miami, Fla.	DIRECTOR
Alvaro Estrada	13431 S.W. 62 St. # 4 Miami, Fla.	VICE PRESIDENT
William Montiel Sr.	6941 S.W. 128 Ct. Miami, Fla	SECRETARY
Ivan Gallegos	5645 S.W. 139 PL. Miami, Fla.	TREASURER

ARTICLE IX

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate and shall have all the general and additional powers now or hereafter conferred upon it by law.

ARTICLE X

The Registered Resident Agent is: JESUS R. GONZALEZ

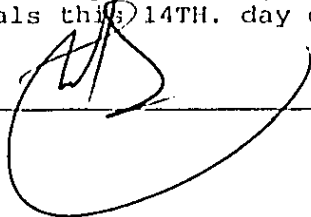
ARTICLE XI

The Corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE XII

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this Corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided; any action of such Board of Directors may be rescinded, or any directors or officers removed from office, only upon a vote of stockholders holding a majority of the stock of the Corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this Corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

In Witness Whereof, the undersigned incorporators have hereunto set their hands affixed their seals this 14TH. day of SEPTEMBER, 1995.

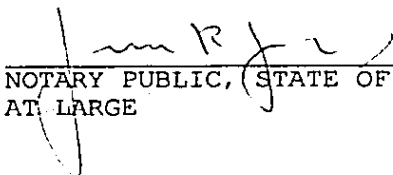


(SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I, the undersigned authority, HEREBY CERTIFY that on this 14TH. day of SEPTEMBER 1995, before me, a Notary Public duly authorized in this State and County to take acknowledgments, personally appeared William Montiel to me known to be the person described as subscribers in and who executed the foregoing CERTIFICATE OF INCORPORATION, and acknowledged before me that they subscribed thereto on this date.

WITNESS MY HANDS AND OFFICIAL SEAL in the above named State and County.



NOTARY PUBLIC, (STATE OF FLORIDA)
AT LARGE

MY COMMISSION EXPIRES:



JESUS R GONZALEZ
My Commission CC419955
Expires Dec. 14, 1998
Bonded by NFNU
H00-224-6368

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

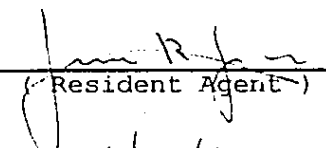
FIRST, THAT THE M.G. & E. NUTRITION CORPORATION DESIRING TO ORGANIZE OF QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA, HAS NAMED JESUS R. GONZALEZ LOCATED AT: 2160 S.W. 137 PLACE, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
(Corporate Officer)

TITLE: President.

DATE: Sept 14, 1995

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
(Resident Agent)

DATE: 9/14/95