

P960000 12041

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
96 FEB -5 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: MANNA DISTRIBUTION, INC.  
(Proposed corporate name - must include suffix)

600001706126  
-02/05/96--01042--008  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
2-2-96

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

PHILIP KUO

Name (printed or typed)

8341 GRANADA BLVD.

Address

ORLANDO, FL 32836

City, State & Zip

(407) 240-3936

Daytime Telephone number

F. CHESSEB FEB 8 1996

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
MANNA DISTRIBUTION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

Manna Distribution, Inc.

EFFECTIVE DATE  
2-2-86

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TALLAHASSEE, FLORIDA

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1708 N. Goldenrod Road, Suite 105  
Orlando, Florida 32807

**ARTICLE III - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V - TERM OF EXISTENCE**

The corporation shall have perpetual existence commencing on the date of filing, execution and acknowledgment of these Articles with the Department of State.

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Philip Kuo  
8341 Granada Blvd.  
Orlando, Florida 32836

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator to these articles of Incorporation is:

Philip Kuo  
8341 Granada Blvd.  
Orlando, Florida 32836

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have a minimum of three directors. The name and the address of the initial Board of Directors shall consist of:

Philip Kuo  
8341 Granada Blvd.  
Orlando, Florida 32836

Saulo Daher Ferreira  
4808 Bringthon Terrace  
Orlando, Florida 32811

Moacir Henrique Menezes  
11980 Reedy Creek Dr., #101  
Orlando, Florida 32836

**ARTICLE IX - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

#### **ARTICLE X - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his service shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE XI - PREEMPTIVE 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

#### **ARTICLE XII - VOTING**

At each election every shareholder will be entitled to one vote for each share of stock that he / she owns. Election outcomes will be determined by a majority of the votes cast.

#### **ARTICLE XIII - BY-LAWS**

The by-laws of this corporation may be adopted, altered, amended or repealed by the shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 1996.

  
\_\_\_\_\_  
INCORPORATOR - Philip Kuo

FDLH 2000-878-57-203.0

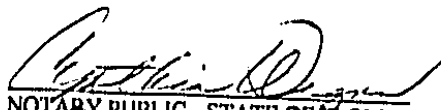
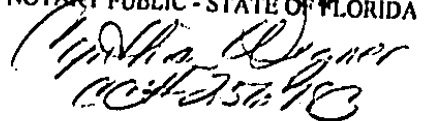
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
REGISTERED AGENT - Philip Kuo

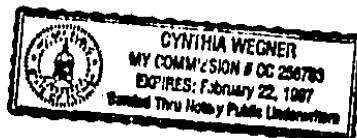
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Philip Kuo, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2nd day of February, 1996.

  
NOTARY PUBLIC - STATE OF FLORIDA  
  
CC# 256783

My commission expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MANNA DISTRIBUTION, INC.
2. The name and address of the registered agent and office is:

PHILIP KUO  
(NAME)

8341 GRANADA BLVD.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ORLANDO, FL 32836  
(CITY/STATE/ZIP)

FILED  
96 FEB -5 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

FEB 2<sup>ND</sup>, 1996  
(DATE)