

P 96000052400

CESAR ESPINOZA  
9860 S W 131st Street  
Miami, Florida 33176

FILED  
96 JUN 18 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 14, 1996

Secretary of State  
Division of Corporations  
Tallahassee, FL 32399

000001865956  
-06/19/96--01053--016  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:


Please find enclosed an original and copy of Articles of Incorporation for the following corporation. It is named:

NORANA INDUSTRIES, INC.

Enclosed also please find a check made payable to the order of the Secretary of State in the amount of \$122.50 for filing fees for the said corporation.

Please process this item and return a certified copy to the undersigned with your usual expedience.

Very truly yours,

  
Cesar Espinoza

Encl.

PH  
6/19/96

ARTICLES OF INCORPORATION  
OF  
NORANA INDUSTRIES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, a subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a body corporate under the laws of the State of Florida, under and by virtue of the following:

ARTICLE I.

The name of the corporation shall be:

NORANA INDUSTRIES, INC.

ARTICLE II.

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

To manufacture and sell, at wholesale and/or retail, natural colors and other natural products.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the corporation and in general either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law, that is, this corporation shall be able to exercise any power and authority which may be done by a private corporation organized and 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.

The maximum 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 nominal or par value of \$ 1.00 per share. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

#### ARTICLE IV.

The amount of capital with which this corporation shall begin business is not less than \$1,000.00.

#### ARTICLE V.

The existence of this corporation shall be perpetual.

#### ARTICLE VI.

The initial principal office of this corporation shall be: 9860 S W 131st Street, Miami, Florida 33176.

#### ARTICLE VII.

This corporation shall have two (2) Director, initially. The number of Directors may be increased from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one. The election of Directors need not be by ballot. Directors need not be stockholders.

#### ARTICLE VIII.

The name and post office address of the members of the first Board of Directors is:

Daniel Nakamura

9860 S W 131st Street, Miami, Florida 33176

Cesar Espinoza

9860 S W 131st Street, Miami, Florida 33176

#### ARTICLE IX.

The name and post office address of the subscribers of these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration therefore are:

Cesar Espinoza  
1,000 shares

9860 S W 131st Street, Miami, Florida 33176

#### ARTICLE X.

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 Director of, such other corporation, 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 XI.

Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

#### ARTICLE XII.

The Shareholders 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 provisions 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 details hereof, 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 provisions shall be plainly written upon the certificates evidencing ownership of such stock.

### ARTICLE XIII.

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this corporation.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

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 Statute or any Articles of Incorporation or Amendments thereto, or by the By-Laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

The Directors may prescribe a method for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

The Directors may, without the assent or vote of the stockholders, authorize and issue obligations of this corporation, secured or unsecured, and include therein such provisions as to redeemability, convertibility or otherwise, as they, in their sole discretion, may determine, and the Board of Directors, may authorize the mortgaging or pledging as security therefore, of any property of the corporation, real or personal, including thereafter-acquired property.

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 as may be determined from time to time by the Board of Directors, subject to the By-Laws.

### ARTICLE XIV.

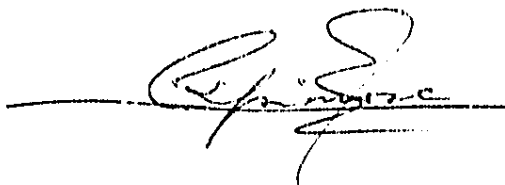
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

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 XV.

The Registered Agent for this corporation shall be Cesar Espinoza.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 17<sup>th</sup> day of June, 1996.



STATE OF FLORIDA )

ss.:

COUNTY OF DADE )

Before me, the undersigned authority, personally appeared Cesar Espinoza, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law, that he executed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of June, 1996.

Wendi Elizabeth Beauvorth  
Notary Public

State of Florida at Large

WENDI ELIZABETH BEAUVORTH  
Notary Public - State of Florida  
My Commission Expires Dec 4, 1999  
Commission # CC 616380

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

96 JUN 18 PM 3:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance  
with said Act:

FIRST, that Norama Industries, Inc., desiring to organize under the Laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation, in the County of  
Dade, State of Florida, has named Cesar Espinoza, located at 9860 S W 131st Street, County  
of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

By

  
Registered Agent