

P960000052616

Charter Number Only

6-19-96

Eduardo Lopez Bobadilla  
Requestor's Name

780 NW 42 Ave. #1517  
Address

Miami, FL 33126  
City State ZIP Phone

446-8088

VALIDATION ONLY

RECEIVED  
JUN 20 11:05  
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CORPORATION(S) NAME

Suministros Cedapa, Inc.

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call If Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☐ Mail Out
- ☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUN 20 1996

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Empire Toll Free: 1-800-432-3028

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ARTICLES OF INCORPORATIONS  
OF  
SUMINISTROS CEDAPA, INC.

FILED  
95 JUN 30 AM 11:05  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: SUMINISTROS CEDAPA, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSES

To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock TEN DOLLARS (\$10.00) par value which shall be designated "Common Shares".

Shares may be issued for such consideration as is determined for time to time by the stockholder.

This power, which is hereby reserved unto the stockholders by right, may and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board unless and until the stockholders by affirmative action communicate the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property tangible or intangible, or in labour or services actually performed for the corporation. Shares may not be issued until the full payment of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have received by the corporation, such shares shall be deemed to fully paid and non-assessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for 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 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 VI - INITIAL PRINCIPAL

##### OFFICE AND AGENTS

The street address of the initial principal office of this corporation is 9280 S.W. 123 Ct., Apt S-302, Miami, Florida 33186, and the name

of the initial registered agent of this corporation in OSCAR ERNAND,  
and the street address of the registered agent lot 14841 S.W. 148th  
Avenue, Miami, Florida 33196.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors initially. The number  
of Directors may be increased or diminished from time to time in such  
manner as may be prescribed by the By-laws, but shall never be less  
than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial  
Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
CESAR CASTANO	Calle 7, Edificio GE-11, La Urbina, Caracas, Venezuela
CARMEN ELENA JORDAN	Calle 7, Edificio GE-11, La Urbina, Caracas, Venezuela
CESAR CASTANO JORDAN	Calle 7, Edificio GE-11, La Urbina, Caracas, Venezuela
DANIEL V. CASTANO JORDAN	Calle 7, Edificio GE-11, La Urbina, Caracas, Venezuela
PATRIA CASTANO JORDAN	Calle 7, Edificio GE-11, La Urbina, Caracas, Venezuela

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who  
shall serve at any time hereafter as a director or officer of the  
corporation, and any person who serves at the request of this corporation,  
as director or officer of any other corporation, from and against any and  
all claims and liabilities to which such person shall become subject by  
reason of his having hereafter being a director or officer of the  
corporation, or by reason of any action alleged to have heretofore or  
hereafter taken or omitted by him as such director or officer, and shall  
reimburse each person for all legal and other expenses reasonably incurred

by him in connection with any claim, or liability provided that no person shall indemnified against, or be reimbursed for, any expense incurred in connection with any claim liability as to which it shall be adjudged that such officer or director is able for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation pecuniarily or otherwise interested in or are directors or officers of, such other corporation; any director individually, or any firm or which any director may be member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is interested shall disclose or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract

or transaction and may vote thereat to authorize any such contract or transaction, with the like and effect as if he were not such director or officer of such corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for the purpose.

#### ARTICLE XI - INCORPORATORS

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

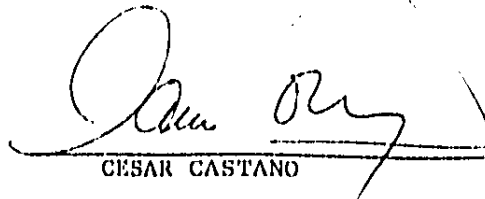
<u>NAME</u>	<u>ADDRESS</u>
CESAR CASTANO	Calle 7 Edificio GE-11, La Urbana, Caracas, Venezuela.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted laws made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XII - AMENDMENT

This Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be provided by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber have executed these  
Articles of Incorporation this 13th day of June, 1996.

  
CESAR CASTANO

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, authorized to take acknowledgments in  
the State and County set forth above, personally appeared CESAR CASTANO,  
known to me to be the person who executed the foregoing Articles of  
Incorporation who is personally known to me and acknowledged before  
me, that he subscribed 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 13th day of June,  
1996.

  
NOTARY PUBLIC, State of Florida

My commission expires:



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

FILED

06 JUN 20 11:05

DATE  
FILED

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

THAT SUMINISTROS CEDAPA, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI  
(CITY)

STATE OF FLORIDA, HAS NAMED OSCAR ERNAND  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 14841 S.W. 148 Ave.  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT  
(CITY)  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Cesar Castano  
(CORPORATE OFFICER)

TITLE President

DATE June 13, 1996

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 MY DUTIES.

SIGNATURE Oscar Ernand  
(RESIDENT AGENT)

DATE June 13, 1996