

P96000058318

Requestor's Name  
3641 NW 17th Ave  
Address  
Miami, FL 33142  
City/State/Zip Phone #

3100001077123  
005/26/96--01106--005  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

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

FILED  
96 JUL 11 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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96 JUL 11 PM 2:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 27, 1996

JR DISTRIBUTOR  
3641 NW 17TH AVE  
MIAMI, FL 33142

SUBJECT: JR DISTRIBUTOR INC.  
Ref. Number: W96000013673

We have received your document for JR DISTRIBUTOR 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter, to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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.

Garrett Blanton  
Document Specialist

Letter Number: 496A00031948

CERTIFICATE OF INCORPORATION OF JR DISTRIBUTOR USA, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be JR DISTRIBUTOR USA, INC. and it's principal place of business shall be 3641 NW 17TH Avenue, Miami, FL 33142 with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida except as may be restricted under these Articles and it's By-laws.

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CERTIFICATE OF INCORPORATION OF JR DISTRIBUTOR USA, INC.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this Corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin, shall be not less than five hundred (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be 3641 NW 17TH AEVENUE, MIAMI, FL 33142

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than five (5).

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CERTIFICATION OF INCORPORATION OF JR DISTRIBUTOR USA, INC.

ARTICLE VIII

The names and post office address of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-laws:

WESLEY JEFFERS, PRESIDENT  
16301 NW 39TH COURT  
MIAMI, FL 33054

LEONARD ROSS, SECRETARY, TREASURER  
3637 NW 17TH AVENUE  
MIAMI, FL 33142

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for it's indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws, shall be by the shareholders or by a majority vote of shareholders voting, in

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CERTIFICATION OF INCORPORATION OF JR Distributor USA, Inc.

the manner now or hereafter prescribed by the Statues.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite name:

<u>NAMES</u>	<u>NUMBER OF SHARES</u>
WESLEY JEFFERS, PRESIDENT	<u>50%</u>
LEONARD ROSS, SECRETARY, TREASURER	<u>50%</u>

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless approved by the President of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special Meetings of shareholders may be called by Certified Mail. Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share

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CERTIFICATE OF INCORPORATION OF JR DISTRIBUTOR INC.  
presented at the meeting and entitled to vote on the subject  
matter shall be act of the shareholder.

#### ARTICLE XIV

##### RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

#### ARTICLE XV

##### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

#### ARTICLE XVI

##### MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.

CERTIFICATE OF INCORPORATION OF JR DISTRIBUTOR USA, INC.

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any



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CERTIFICATE OF INCORPORATION OF JR DISTRIBUTOR USA, INC.

Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand-delivered to the Stockholders at the following address:

ARTICLE XXIII

The name and address of the subscribers to these articles are

WESLEY JEFFERS  
16301 NW 39TH COURT  
MIAMI, FL 33054

LEONARD ROSS  
3637 NW 17TH AVENUE  
MIAMI, FL 33142

  
SIGNATURE - WESLEY JEFFERS

  
SIGNATURE - LEONARD ROSS

ARTICLE XXIV

The Resident Agent of this Corporation is

WESLEY JEFFERS  
16301 NW 39TH COURT  
MIAMI, FL 33054

I, WESLEY JEFFERS hereby am familiar with and accept the duties and responsibilities as registered agent for the said Corporation.

  
SIGNATURE - REGISTERED AGENT

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96 JUL 11 PM 2:23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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CERTIFICATE OF INCORPORATION JR DISTRIBUTOR LLC, INC

We, the above named subscribers and Resident Agent hereunto set  
our hand and seal this 21st day of June 1996.

STATE OF FLORIDA)

S.S

COUNTY OF DADE )

BEFORE ME personally appeared WESLEY JEFFERS & LEONARD ROSS  
to me well known and known by me to be the same people who  
executed the above and foregoing instrument and acknowledged that  
they signed, sealed, and delivered the same as their free act  
deed as set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 21ST DAY OF  
JUNE 1996.

*Kathie K. Daniels*  
NOTARY PUBLIC STATE OF FLORIDA

COMMISSION EXPIRES:

