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HALITOL - 2339 WIL WILTON M	questor's Name INC. TON, DR. ANORS PL: 32305	2000001989092 -09/04/9501179010 ****122.50 ****122.50
City/State	·	Office Use Only
t		IENT NUMBER(S), (if known):
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NEW FILINGS	AMENDMENT	S
Profit	Amendment	
NonProfit	Resignation of R.A.,	Officer/ Director
Limited Liability	Change of Registere	A Agent C C C C C C C C C C C C C C C C C C C
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Other	Merger	
Annual Report Fictitious Name Name Reservation	REGISTRAT QUALIFICA Foreign Limited Partnership Reinstatement	ION/S FION SET 15
	Trademark	
	Other	99.96

Examiner's Initials

CR2E031(1/95)

CERTIFICATE OF INCORPORATION

OF

HALITOL INC.

ARTICLE I

The name of this corporation is: HALITOL INC.

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of this business shall be that of

NATURAL PRODUCTS DISTRIBUTTION

and the objects and purposes proposed to be transacted and carried on are to do any and all of the things hereinmentioned, as fully and to the same extent as natural persons might or could do, viz:

- (A) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property of whatsoever nature or kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise; to buy, sell and deal in bonds and loans secured by morgages or other liens on real property or personal property of all kinds and description.
 - (B) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate pledge, sease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon godds, wares, merchandise and real and personal property of every kind and description.
 - (C) To act as agent, broker or attorney in fact for any persons, firms

or corporations in buying, selling in real or personal property of whatsoever nature or kind and any and every estate and interest therein, and choses in action and secured thereby, judgments resulting therefrom, and other persons property collateral thereto, in making or obtaining loans upon such property in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes hereinmentioned or referred to: to register mortgages and deeds of trust of real property or chattells real and all other securities collateral thereto: to investigate and report upon the credit and financial solvency and sufficient of borrowers and sereties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

- (D) To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentum notes and other securities, obligations, contracts and evidences of indebted of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect fo any such shares of stocks, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purpose, and to do any and all acts and things tending to increase the value of the property at any time held by the company.
- (E) To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, and assets of every kind, and the liabilities of an person, firm, association or corporation, either wholly or partly, and to proper the same in cash, stocks, or bonds of the company or otherwise.
- (F) To borrow money and contract debts when necessary in the purchase acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable

and transferable instruments and evidences of indebtedness of all kinds, whether secure by mortgage, plage, deed of trust or otherwise.

- (G) In any manner to acquire, enjoy, utilize, and to dispose of patent copyrights, and trademarks, and any license or other rights or interest therein and thereunder.
- (H) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and any and all foreign countries.
- (I) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, debent ures, mortgages, notes, evidences of indebtness, leases, options, certificates of interest, participation certificates, voting trust certificates evide cing shares of or interest in common law trust, trusts and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporation; to institute, part pate in or promote commertial, mercantile, financial and industrial enterprises and operations.
- (J) To engage in and carry on any advertising business in conection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts of every kind and nature that may be conductive to the accomplishment of any porpus of the corporation.
- (K) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate od Incorroration or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed be exclusive, but all other lawful powers conferred by the statutes of the

State of Florida are hereby included.

ARTICLE III CAPITAL STOCK

The capital stock of this corporation shall be 1.000 shares of \$_\frac{\pmathbb{1}.00}{\pmathbb{1}.00}\$ par value. All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

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 may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

	The	sti	reet a	addre	28	of 1	he i	niti	al pr	inci	pal offi	ce (of th	nis corp	oration
is_2	2339 Y	<u> </u>	on Di	<u>. W</u>	il to	on M	anors	F1.	3330)5					<u> </u>
				_		•	and	the	name	and	address	of	the	initial	register-
ed a	gent	oſ	this	corp	ora	tion	is	Ric	ardo	A. M	iranda	23	39 W	lton Dr.	Wilton
Mar	nors	Fl.	.3330)5.											

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have ___2 director(s) initially. The number of

RICARDO A. MIRANDA	PEDRO NOGUES
2339 Wilton Dr.	2339 Wilton Dr.
Wilton Manors Fl. 33305	Wilton Manors Fl. 33305
ARTICLE	VIII
INCORPOR/	ATOR(S)
INCORPOR/ The name(s) and address(s) of the state of the	ATOR(S)
INCORPOR/ The name(s) and address(s) of the are):	ATOR(S)
INCORPOR/ The name(s) and address(s) of the are): RICARDO A. MIRANDA	he person(s) signing these Articles is PEDRO NOCUES 2339 Wilton Dr.
INCORPOR/ The name(s) and address(s) of the are):	he person(s) signing these Articles i
INCORPOR/ The name(s) and address(s) of the are): RICARDO A. MIRANDA 2339 Wilton Dr. Wilton Manors Fl. 33305	he person(s) signing these Articles is PEDRO NOCUES 2339 Wilton Dr.
INCORPOR/ The name(s) and address(s) of the are): - RICARDO A. MIRANDA 2339 Wilton Dr. Wilton Manors Fl. 33305 o. of shares 500	PEDRO NOCUES 2339 Wilton Dr. Wilton Manors Fl. 33305 No. of shares 500
INCORPOR/ The name(s) and address(s) of the are): RICARDO A. MIRANDA 2339 Wilton Dr. Wilton Manors Fl. 33305 o. of shares 500	PEDRO NOCUES 2339 Wilton Dr. Wilton Manors Fl. 33305 No. of shares 500
INCORPOR/ The name(s) and address(s) of the are): - RICARDO A. MIRANDA 2339 Wilton Dr. - Wilton Manors Fl. 33305 o. of shares 500	PEDRO NOCUES 2339 Wilton Dr. Wilton Manors Fl. 33305 No. of shares 500
INCORPOR/ The name(s) and address(s) of the are): - RICARDO A. MIRANDA - 2339 Wilton Dr Wilton Manors Fl. 33305 o. of shares 500 he officers of the corporation shall	PEDRO NOCUES 2330 Wilton Dr. Wilton Manors Fl. 33305 No. of shares 500

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ARTICLE IX

AMEHDMENT

This corporation reserves the right to amend any provisions contained is this Certificate of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

RICARDO A, MIRANDA Subscriber

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 hicard , known to me and known by me to be the person(s) who executed the foregoing Certificate of Incorparation, and he acknowledged before me that he excecuted the Certificate of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this _____ day of ______, 1990

Notary Public. State of Florida.

My commission Expires:



"OFFICIAL SEAL"
Lina Rosa Colino
ly Commission Expires 12/12/98
Commission #CC 425675

'Having been named to accept service of process for the above named corporation, at place designated in this Articles. I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keep open said office.

(Rusident Agent:)= RICARDO A. MIRANDA

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