P96000093997

TRANSMITTAL LETTER

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

SUBJECT: TREJO DISTRIBUTION CORPORATION
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for $ 122.50 .

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-11/13/96--01079--011
****122.50 ****122.50

FROM: Delio Trejo
Name (printed or typed)
8700 S.W. 97th. Terrace
Address
Miami, Florida 33176
City, State, & Zip
(305) 596-6332
Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 AM 11:30

Note: Please provide the original and one copy of the Articles.

11/18/96

ARTICLES OF INCORPORATION

OF

TREJO DISTRIBUTION CORPORATION

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The undersigned, being a natural person and competent to contract, for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 607, Florida Statutes, and the acts amendatory thereof and supplemental thereto,) does hereby adopt and make the following Articles of Incorporation and does hereby certify that:

FIRST: The name of the corporation (hereinafter called the corporation) is:

TREJO DISTRIBUTION CORPORATION

SECOND: The corporation is to have perpetual existence.

THIRD: The general nature of the business or businesses to be transacted by the corporation, which shall include the authority to engage in any business or activity permitted under the laws of the United States ; the State of Florida or any other state, country, territory or nation, is as follows:

To manufacture, buy, sell, deal in, and to engage in, conduct, and carry on the business of manufacturing, buying, selling and dealing in goods, wares, and merchandise of every class and description.

To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular lands, buildings, concessions, leaseholds, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, patents and patent rights, copyrights and any interest in real or personal property.

To take over and operate the business of firms, corporations and individuals to such extend and in such manner as is permitted under the laws of the State of Florida relating to business corporations; to acquire and hold the securities of other corporations; and to guaranty the obligations of any firm, corporation or individual.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real , personal, and mixed properties; to carry on a general construction, contracting, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To carry on a general mercantile, industrial, investing, financing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent. representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and byproducts thereof.

To have all the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statues, as amended and supplemented.

FOURTH: The maximum number of shares of stock which the corporation is authorized to issue is 10,000 shares of common stock having no par value per share

FIFTH: All such shares are of one class and are designed Common Stck.

SIXTH: No holder of any of the shares of the corporation shall be entitled as of right to purchase or subscribe for any treasurer shares, any unissued shares of any class, any additional shares of any class to be issued by reason of any increase of the authorized number of shares of the corporation of any class, or any bonds, certificates of indebtedness, debentures or other securities convertible into shares of the corporation or carrying any right to purchase shares of any class, but any such treasury shares and any such unissued shares or such additional authorized issue of any shares or of other securities into shares, or carrying any right to purchase shares, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

SEVENTH: The street address of the initial principal business office of the corporation and its mailing address in the State of Florida is 8700 S.W. 97th. Terrace, Miami, Dade County, Florida, 33176.

EIGHT: The number of Directors constituting the initial Board of Directors of the corporation is two. The name and address of the directors are as follows:

Delio Trejo
8700 S.W. 97th. Terrace
Miami, Florida, 33176

Jorge L. Trejo
9133 S.W. 96 Avenue
Miami, Florida, 33176

NINTH: The name and address of the Incorporator is as follows:

Delio Trejo
8700 S.W. 97th. Terrace
Miami, Florida, 33176

TENTH: For the regulation of the business and for the conduct of the affairs of the corporation, and in further creating, dividing, limiting and regulating the powers of the corporation and of its directors and stockholders, it is hereby provided:

1. The Bylaws shall prescribe the conditions under which stock certificates may be issued to replace lost or destroyed stock certificates.

2. The Board of Directors is expressly authorized and empowered to adopt and amend the first Bylaws of the corporation and thereafter to adopt and amend Bylaws which are not inconsistent with any Bylaws that may have been adopted by the stockholders.

3. Upon of election of the Board of Directors by the Stockholders, such Board of Directors shall manage the business and affairs of this corporation without the necessity of further authority from the stockholders. Any action of such Board of Directors may be rescinded or any Director or Officer removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may such time be actually issued, unless otherwise provided by the Bylaws of the corporation. All holders of common stock of this corporations shall be entitled to vote the same in the manner provided by law whether said stock is fully or partially paid.

4. No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation is pecuniarily or other wise interested in, or is a director or officer of, such other corporation.

(a) Any director of the corporation individually or any firm or association of which any director may be a 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 individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors at any meeting at which action upon such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

(b) Any contract, transaction or act of the corporation or of the director which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

5. The Board of Directors may prescribe reasonable fees, salaries or other compensation for the services of the members of the Board, and such members shall be entitled to reimbursement for their expenses incurred while acting on behalf of the corporation. Nothing contained herein shall preclude any Director from serving the corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation therefor.

6. The Bylaws of this c[illegible]ion shall provid[illegible] that a majority of the Board of Directors shall const[illegible] a quorum for the transaction of business.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation.

Dated: November 6, 1996.

Delio Trejo

STATE OF FLORIDA
COUNTY OF DADE, SS

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgements, personally appeared Delio Trejo who, being to me first duly sworn, severally depose and say that he is the person named in and who executed the same freely and voluntarily for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County and State named above on this 6th day of November, 1996.

NOTARY PUBLIC STATE OF FLORIDA

ELAINE RODRIGUEZ
My Commission CC287584
Expires Mar 19, 1997
Huckleberry Associates Inc
800-422-1566

11/06/96
Notary Public

CERTIFICATE OF DESIGNATION OF ADDRESS OF OFFICE FOR SERVICE OF PROCESS AND OF RESIDENT AGENT THEREAT

OF

TREJO DISTRIBUTION CORPORATION

FILED
SECRETARY OF STATE
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The undersigned, being the incorporator of the proposed Florida corporation hereinafter named, does hereby certify on behalf of said corporation as follows:

1. The name of the proposed corporation, which is submitting herewith its Articles of Incorporation to the Secretary of State, is **TREJO DISTRIBUTION CORPORATION.**

2. The proposed corporation hereby designates the following address within the State of Florida as the address of its office at which service of process upon it within the State of Florida may be made:

8700 S.W. 97th. Terrace
Miami, Florida 33176

3. The proposed corporation hereby designates the following named person as its resident agent for service of process at 8700 S.W. 97th. Terrace, Miami, Florida 33176 :

DELIO TREJO

Signed on November 6, 1996.

Delio Trejo
Incorporator

STATEMENT OF ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

OF

TREJO DISTRIBUTION CORPORATION

The undersigned does hereby accept the appointment and designation as resident agent for service of process within the State of Florida of the proposed corporation named in the Certificate hereinabove set forth and does hereby further state that he may be found as resident agent for service of process upon said proposed corporation at the address set forth in paragraph 3 of the aforesaid Certificate.

IN WITNESS WHEREOF, DELIO TREJO, as said resident agent, has signed this Statement on November 6, 1996.

Delio Trejo