

P97000007925

DAVID I. SCHLOSBERG  
Attorney-at-Law  
620 N.E. 50TH TERRACE  
MIAMI, FL 33137  
(305): 448-6500 / 756-5833

January 2, 1997

100002052271--9  
-01/09/97--01044--014  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Incorporation of FERAL, INC.

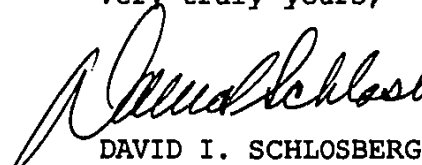
Dear Sir or Madam:

Enclosed herein you will please find original Articles of Incorporation of FERAL, INC., together with check No.1521 for \$122.50 for filing fee.

Please file these Articles and provide the undersigned with an acknowledgement of the filing and a certified copy of the articles.

If you have any questions, please call me at (305) 448-0042 (Ext #269).

Very truly yours,

  
DAVID I. SCHLOSBERG

JAN 15 1997  
W97-100  
FILED  
91 JAN 28 AM 9:23  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 15, 1997

DAVID I. SCHLOSBERG, ESQ.  
620 N.E. 50TH TERRACE  
MIAMI, FL 33137

SUBJECT: FERAL, INC.  
Ref. Number: W97000001000

We have received your document for FERAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 297A00002017

DAVID I. SCHLOSBERG  
Attorney-at-Law  
620 N.E. 50TH TERRACE  
MIAMI, FL 33137  
(305): 448-6500 / 756-5833

January 24, 1997

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

Re: Incorporation of FERAL DISTRIBUTORS, INC.

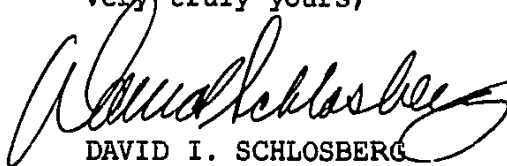
Dear Sir or Madam:

Enclosed herein you will please find original Articles of Incorporation of FERAL DISTRIBUTORS, INC. This is a re-submission of Articles because the earlier filing was for a name which was too similar to an existing corporation. I am enclosing a copy of the letter returning the original filing. We have now changed the name to FERAL DISTRIBUTORS, INC.

Please file these Articles and provide the undersigned with an acknowledgment of the filing and a certified copy of the articles.

If you have any questions, please call me at (305) 448-0042 (Ext #269).

Very truly yours,



DAVID I. SCHLOSBERG

**FILED**

**ARTICLES OF INCORPORATION**  
**OF**

**FERAL DISTRIBUTORS, INC.**

**97 JAN 28 AM 9:23**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be: FERAL DISTRIBUTORS, INC.

**ARTICLE II**  
**PURPOSE**

The purpose is to engage in the business of mail order and/or retail sale of merchandise and also to engage in any activities or business permitted under the laws of the United States and Florida or any foreign jurisdiction.

**ARTICLE III**  
**CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to issue is One Hundred (100) shares of common stock being the only stock authorized to be issued and having a par value of \$1.00 per share.

**ARTICLE IV**  
**REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is as follows: DAVID I. SCHLOSBERG, 2720 Coral Way, Miami, FL 33145

The Director(s) may from time to time replace the Registered Agent.

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law but shall never be less than One (1).

**ARTICLE VI**  
**INITIAL DIRECTORS**

The names and addresses of the members of the initial Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are:

NAME:

ADDRESS:

JORGE N. CARVALLO

9321 S.W. 4th Street #208  
Miami, FL 33174

**ARTICLE VII**  
**INCORPORATORS**

The names and addresses of each person signing these Articles of Incorporation as an incorporator are as follows:

NAME:

ADDRESS:

JORGE N. CARVALLO

9321 S.W. 4th Street #208  
Miami, FL 33174

**ARTICLE VIII**  
**EFFECTIVE DATE**

The effective date for the commencement of the existence of this corporation shall be on the date of filing the Articles of Incorporation.

**ARTICLE IX**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation or any amendment hereto or any right conferred upon the shareholders as subject to this reservation. Any amendment to these articles shall require the consent of 52 percent of all shareholders.

**ARTICLE X**  
**SHAREHOLDERS AUTHORITY TO FIX COMPENSATION**

The Directors shall have authority to fix compensation unless otherwise provided in the By-laws.

**ARTICLE XI**  
**INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**PRINCIPAL OFFICE**

The initial street address in the State of Florida of the principal office of this corporation is 9321 S.W. 4th Street #208 Miami, FL 33174. The Director(s) may change its principal office from time to time.

**ARTICLE XIII**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XIV**  
**ISSUE AND ALIENATION OF SHARES**

The transfer or alienation of any share or any interest in any share of this corporation or the issuance and sale of new shares (except the initial issuance of shares to the initial subscribers) shall require the unanimous consent of all shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida, this 30<sup>th</sup> day of December, 1996.

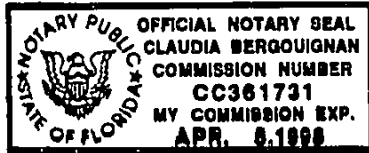
  
\_\_\_\_\_  
JORGE N. CARVALLO, Sole Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE ) ss

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above-named to take acknowledgments, personally appeared JORGE N. CARVALLO, to me known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and acknowledged before

me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this 30 day of December, 1996.



Claudia Bergouignan  
Notary Public, State of Florida

My Commission Expires:

REGISTERED AGENT AND ACCEPTANCE

In pursuance of Chapter 48.092, Florida Statutes, the following is submitted in compliance with said Act:

That FERAL <sup>Distributors</sup> 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 DAVID I. SCHLOSBERG, located at 2720 Coral Way, Miami, Florida as its agent to accept service of process within the State and DAVID I. SCHLOSBERG does hereby accept said designation.

David I. Schlosberg  
DAVID I. SCHLOSBERG

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named, to take acknowledgments, personally appeared DAVID I. SCHLOSBERG, to me well known to be the person described in an who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.

WITNESS my hand and official seal this 31 day of December, 1996.

Helena E. Garcia  
NOTARY PUBLIC, State of Florida

My Commission Expires:

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