

TRANSMITTAL LETTER

P97000023077

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

SUBJECT:

R AND R DISTRIBUTORS INC
(Proposed corporate name - must include suffix)

100002107091--6
-03/07/97--01044--006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

RICHARD DEMERLE
Name (Printed or typed)

912 N 30TH RD
Address

HOLLYWOOD FLA 33021
City, State & Zip

954 328 2715
Daytime Telephone number

FILED
97 MAR 14 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-5962

Dmc
3/13/97

Call 3/14
nonvokae in
BC

634

BC 3/14

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
R & R DISTRIBUTERS INC.

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is R & R Distributers Inc..

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and the name of its initial registered agent at same address is:

Richard DeMere

912 N 30th Rd
Broward County
Hollywood, FL 33021

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority 1000 shares of no par value stock. With no more than 35 shareholders.

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

FILED
97 MAR 14 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Richard DeMere
912 N 30th Rd
Hollywood, FL 33021

John Robert Hicks
5440 Filmore St.
Hollywood, FL 33021

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser

shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Richard DeMere President, Incorporator
912 N 30th Rd
Hollywood, FL 33021



John Robert Hicks Vice-President, Incorporator
5440 Filmore St.
Hollywood, FL 33021

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is R & R Distributors Inc
2. The name and address of the registered agent and office is:

Richard DeMere
(NAME)

912 N 30 Rd.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Hollywood, FL 33021
(CITY/STATE/ZIP)

FILED
97 MAR 14 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard DeMere
(SIGNATURE)

3/5/97
(DATE)