

P97000048990
TRANSMITTAL LETTER

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

SUBJECT: Elisil Distributors, INC.
(Proposed corporate name - must include suffix)

200002087052--1
-02/13/97-01072--007
****131.25 ****131.25

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: ELIFA BONILLA
Name (printed or typed)

1500 N.W. 28 Ave
Address

MIAMI, FL 33125
City, State & Zip

(305) 634-1918
Daytime Telephone number

RECEIVED
FEB 13 PM 1:11
TALLAHASSEE, FLORIDA

W97-3762

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

SN FEB 17 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1997

ELIFA BONILLA
1500 NW 28 AVE.
MIAMI, FL 33125

SUBJECT: ELISIL DISTRIBUTORS, INC.
Ref. Number: W97000003762

We have received your document for ELISIL DISTRIBUTORS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 397A00008274

FILED
97 MAY 28 PM 4:11
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation is ELISIL DISTRIBUTORS, INC.

ARTICLE II

PURPOSE

The Corporation is organized for the following purpose:

1. To carry on business, in the United States or elsewhere, as factors, agents, commission merchants, or merchants to buy, sell, and deal in, at wholesale or retail, merchandise, goods, wares, and commodities of every sort, kind, or description, and to carry on any other business whether manufacturing or otherwise that can be conveniently carried on within any of the corporation's objectives; to open stores, offices, or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established, or carried on by the corporation to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for as agents or nominees of the Corporation, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of such company, or holders of shares of stock or securities thereof, and to receive and distribute as profits the dividends and interest of such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any persons or company, carrying on any kind of business that the Corporation is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, joint venture, or cooperate with any person with which the Corporation is authorized to carry on; or any business or transaction capable of being conducted, so as, directly or indirectly, to benefit the Corporation.
2. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the corporation may think fit.
3. To conduct a general brokerage agency and commission business for others in the purchase, sale, and management of real estate or personal property for others to negotiate loans thereon.
4. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by laws of Florida upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
5. To transact any or all lawful business.
6. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.
7. The above and foregoing businesses enumerated are intended as illustrative and not restrictive, and the Corporation shall have the power to handle such other business or businesses, either in its own behalf or as an agent or broker for others, and shall further engage in any or all like kindred businesses that may be necessary or profitable in conjunction with the business above enumerated; and generally shall have and exercise all powers, privileges, and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and principal office in the State of Florida is 1500 N W 28 AVE, Miami, Florida 33125, and the name of the initial registered agent of this Corporation at the address is ELIFA BONILLA.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are Five Hundred (500), and the par value of each share shall be Ten-Dollar (\$10).

ARTICLE V

PROVISIONS

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

ARTICLE VI

DURATION

The duration of the Corporation shall have perpetual existence.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two (2). The number of directors may be either increased or diminished from time by the Bylaws, but shall never be fewer than one (1). The names and addresses of the initial directors of the Corporation are:

Silvio Ramirez
550 NW 109 Ave #5
Miami, Fl 33172

Elifa Bonilla
1500 NW 28 Ave
Miami, Fl 33125

ARTICLE VIII

INCORPORATOR

The name and addresses of the person signing these Articles is:

Elifa Bonilla
1500 NW 28 Ave
Miami, Fl 33125

ARTICLE IX

BY LAWS

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this, the 2nd day of January, 1997.

Elifa Bonilla

**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.

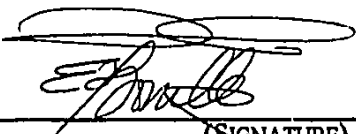
1. The name of the corporation is: Elisil Distributors, INC

2. The name and address of the registered agent and office is:

ELISA BONILLA
(NAME)
1500 N.W. 28 Ave
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Miami, FL 33125
(CITY/STATE/ZIP)

RECEIVED
JAN 28 PM 4:11
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.


(SIGNATURE)
REGISTERED AGENT / INCORPORATOR

2 - JAN - 1997
(DATE)