8 0 W 87  BIAMI A FI RI City/State/Z	PRATE INDUSTRIES, INC.  PARTE	Office Use Only
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):		
1. <u>SUNSE</u> (Corpo	NATURAL PROD pration Name) (C	,
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(Corpe	oration Name) (L	Document#)
4(Corp.	oration Name) (I	Document#)
Walk in  Mail out  NEWFILINGS  Profit  NonProfit  Limited Liability  Domestication  Other  OTHER FILINGS  Annual Report  Fictitious Name	Pick up time  Will wait  Photocopy  AMENDMENTS  Amendment  Resignation of R.A., Officer/ Dia  Change of Registered Agent  Dissolution/Withdrawal  Merger  REGISTRATION  Foreign  Limited Partnership	Certificate of Status SECKETARY OF STATE ALLAHASSEE FLORIDA irector
Name Reservation	Reinstatement Trademark Other	Transferrado Britisha

CR2E031(1/95)

#### CERTIFICATE OF INCORPORATION

OF

SUNSET NATURAL PRODUCTS, INC.

SECRETARY OF STATE

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

#### ARTICLE ONE

THE NAME of the Corporation shall be:

SUNSET NATURAL PRODUCTS, INC.

THE CORPORATION may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE TWO

THE MAXIMUM number of shares of stock which the corporation shall have outstanding at any time, shall be 100 shares of stock which shall be common stock at par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

#### ARTICLE THREE

THIS CORPORATION shall begin business with a minimum capital in the amount of ONE HUNDRED DOLLARS AND 00/1.00 (\$100.00)

### ARTICLE FOUR

THE CORPORATION shall have perpetual existence.

#### ARTICLE FIVE

THE PRINCIPAL office of the Corporation shall be located at:

7835 SW 86th Ct Miami, Florida 33143.

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE SIX

THE BUSINESS of the Corporation shall be managed by a Board of Directors, who need not be stockholders of the Corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the By-Laws.

## ARTICLE SEVEN

THE NAMES and post office addresses of the members of the First Board of Directors and Officers 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 as follows:

# BOARD OF DIRECTORS

Rodolfo Cruz 9841 SW 121st Street Miami, Florida 33176

Teresa Martinez 7835 SW 86th Ct Miami, Florida 33143

Pedro L. Perdomo 5250 SW 5th Street Miami, Florida 33134

#### **OFFICERS**

Rodolfo Cruz - President / Director
Teresa Martinez - Treasurer/Director
Pedro L. Perdomo - Vice-President/Director

# ARTICLE EIGHT

THE NAMES and post office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

Rodolfo Cruz 9841 SW 121 Street Miami, Fl 33176

# ARTICLE NINE

THIS CORPORATION shall have full power to carry on and transact each or all of the businesses enumerated in Article One of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE TEN

THIS CORPORATION shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE ELEVEN

UPON ELECTION of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same

in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

## ARTICLE TWELVE

THE CORPORATION shall designate RAUL F. PINO. ESQUIRE with offices located 2440 CORAL WAY, MIAMI, FLORIDA 33145 its duly authorized Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST-- SUNSET NATURAL PRODUCTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named:

# RAUL F. PINO, ESQUIRE

as its Registered Agent to accept service of process within the State.

#### **ACKNOWLEDGMENT:**

Having been named to accept service of progress for the abovestated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the

provision of said Act relative to keeping open said office. PINO, ESOUIRE RAUL P7 WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and affixed their seals on this  $\frac{2/}{}$ STATE OF FLORIDA ) COUNTY OF DADE BEFORE ME, the undersigned authority, duly authorized to

administer oaths and take acknowledgments, personally appeared:

RODOLFO CRUZ who has produced F/ deluces dicense, as identification and/or is personally known to me who after first being day sworm executed the foregoing Certificate of Incorporation, Erecly land voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this  $\frac{21}{2}$  day of  $\frac{3}{2}$ 1997.

MY COMMISSION EXPIRES:

TARY PUBLIC STATE OF FLORIDA OFFICIAL/NOTARY SEAL