

P97000068782

Jaime A. Frias  
1701 The Greens Way  
Suite 922  
Jacksonville Beach, Florida 32250

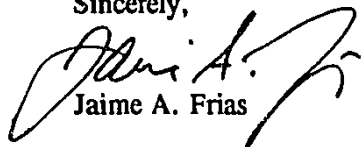
Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32214

Re: ANDEAN IMPORTS, INC.

Enclosed please find for filing an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$70.

Please remit confirmation of filing to the above address.

Sincerely,

  
Jaime A. Frias

100002242831--1  
-07/21/97--01088--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 AUG -8 AM 10:07  
TALLAHASSEE, FLORIDA

me 8/8/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 22, 1997

JAIME A. FRIAS  
1701 THE GREENS WAY  
SUITE 922  
JACKSONVILLE BEACH, FL 32250

SUBJECT: ANDEAN IMPORTS, INC.  
Ref. Number: W97000016866

We have received your document for ANDEAN IMPORTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 697A00037130

ARTICLES OF INCORPORATION

OF  
**Los Andes**  
**ANDEAN IMPORTS, INC.**

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of the Corporation shall be **Los Andes** ~~Andean~~ Imports, Inc. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 9477 Kells Road, in the City of Jacksonville, Florida 32257.

ARTICLE III

Registered Office and Agent

The address of the initial registered office in the State of Florida is 9477 Kells Road, in the City of Jacksonville, County of Duval. The name of the initial registered agent at such address is Nicolau Sacaquini.

Prepared by JAME A. FRAS, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0879479

#### ARTICLE IV

##### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jaime A. Frias	1701 The Greens Way Suite 922 Jacksonville Beach, Florida 32250

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Jaime A. Frias	1701 The Greens Way Suite 922 Jacksonville Beach, FL 32250
Nicolau Sacaquini	9477 Kells Road Jacksonville, FL 32257

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

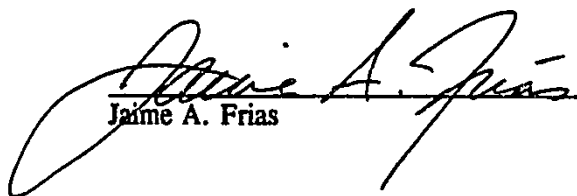
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## ARTICLE XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of July, 1997.

  
Jaime A. Frias

**REGISTERED AGENT CERTIFICATE**

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.

- Los Andes*
1. The name of the corporation is ~~Andean~~ *Los Andes* Imports, Inc.
  2. The name and address of the registered agent and office is:

Nicolau Sacaquini  
9477 Kells Road  
Jacksonville, Florida 32257

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.

  
Nicolau Sacaquini

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TALLAHASSEE, FLORIDA