

**CAPITAL CONNECTION, INC.**  
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Bem Distributors  
Inc.

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- Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: LR 8/8 10:25  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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**ARTICLES OF INCORPORATION**

**OF**

**BEM DISTRIBUTORS, INC.**

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

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

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V - PRINCIPAL OFFICE**

The principal place of business of the corporation shall be:

4407 Vineland Road, Suite D-6, Orlando, Florida 32811.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent of the corporation shall be EDWARD ARMANDO GONZALEZ, at the registered address of 4407 Vineland Road, Suite D-6, Orlando, Florida 32811.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The initial number of directors of the corporation shall be two (2).

B. The number of Directors of the corporation may be increased or *decreased from time to time pursuant to the By-Laws adopted by the shareholders*, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until his successor is duly elected and qualified, are:

EDWARD ARMANDO GONZALEZ, 4407 Vineland Road, Suite D-6, Orlando, Florida 32811.

MARITZA GONZALEZ, 4407 Vineland Road, Suite D-6, Orlando, Florida 2811.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is EDWARD ARMANDO GONZALEZ, 4407 Vineland Road, Suite D-6, Orlando, Florida 32811.


#### **ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**


Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

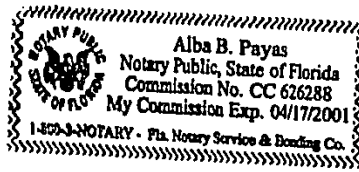
IN WITNESS WHEREOF, the subscriber affixed his signature this 7th day of August, 1997.

  
EDWARD ARMANDO GONZALEZ

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 7th day of August, 1997, by EDWARD ARMANDO GONZALEZ, who is personally known to me, who did not take an oath and who executed the foregoing Articles of Incorporation.

  
Alba B. Payas  
Notary Public  
My Commission expires  
April 17, 2001



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, EDWARD ARMANDO GONZALEZ as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.

  
EDWARD ARMANDO GONZALEZ

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