

P97000079952

September 8, 1997

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

Re: DEOTAR IMPORT & EXPORT, INC 7000002292637--5  
-09/15/97--01042--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find money order in the amount of \$78.75, in order to register above mentioned corporation, and original and two copies of its articles.

Please forward stamped copy to:

Geraldine De Blois  
1978 W. 60th St  
Hialeah, FL 33012

Thanks for your attention to this matter.

Sincerely,

  
Geraldine De Blois

FILED  
97 SEP 15 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 9/16/97

**CERTIFICATE OF INCORPORATION  
OF**

**DEOTAR IMPORT & EXPORT, INC**

FILED  
97 SEP 15 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.*

**ARTICLE I**

*The name of the Corporation shall be:*

**DEOTAR IMPORT & EXPORT, INC**

**ARTICLE II**

*The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.*

**ARTICLE III**

*The maximum shares of stock, with \$10.00 per value, that this Corporation is authorized to have outstanding at any time shall be 200 shares of common stock.*

**ARTICLE IV**

*The minimum amount of capital with which this Corporation shall commence business won't be less than Two Thousand Dollars (\$2,000.00).*

#### *ARTICLE V*

*The Corporation is to have perpetual existence.*

#### *ARTICLE VI*

*The address for the principal office of this Corporation shall be:*

*Office: 6484 Indian Creek Dr. # 221  
Miami Beach, Fl 33141*

*Mail Address: 6484 Indian Creek Dr. # 221  
Miami Beach, Fl 33141*

#### *ARTICLE VII*

*The number of Board Directors of the Corporation shall not be less than one person. The number may be increased or diminished from time to time by resolution of the stockholders. The names and post office addresses of the first Board of Directors, who subjected to the provisions of the Certificate of Incorporation, the By-Laws, and the acts of legislature, shall hold the office for the first year of the Corporation's existence or until their successors are elected and shall be duly qualified, are:*

*Daniel E. Osorio*

*President*

*Tohilmy R. Alvarez*

*Vice-President*

## ARTICLE VIII

*The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:*

*DISTRIBUIDORA EDGAR MAN GEN, C.A.  
Primera calle de Sabana del Blanco entre  
esquina del Solitario a Cruz # 7-2  
La Pastora, Caracas, Venezuela*

## ARTICLE IX

*No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any of the Directors of this Corporation is interested in, or is a Director or an officer of, or are Directors or Officers of such other Corporation.*

*The Corporation shall have the further right and power to from time to time, determine whether and to what extent, at what time and places, and under which conditions and regulations the accounting books of the Corporation, other than the stock book, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right for inspection of any account book or document of this Corporation, except for the conferred by statute, unless authorized by resolutions of stockholders or Board of Directors. The Corporation, in its By-Laws confers powers foregoing and in addition to the powers authorized and expressly conferred by Statute. Both Stockholders and Directors shall have the power, if the By-Laws so provide to officers within or without the State of Florida, and to keep the books of this Corporation subject of the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.*

*The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.*

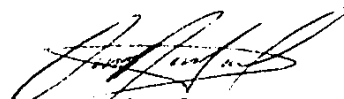
## ARTICLE X

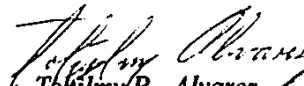
*The Corporation shall have the power to purchase, or otherwise acquire directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets, or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about conducting and management of such business.*

*To enter into general partnership, limited partnership, (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.*

*We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.*

Subscribed at Miami, Dade County, Florida, this       day of       , 1997.

  
Daniel E. Osorio  
PRESIDENT

  
Tohilmy R. Alvarez  
VICE-PRESIDENT

**CERTIFICATE  
DESIGNATING CHANGE  
OF  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

**FILED**

**97 SEP 15 AM 9: 51**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in accordance with said Act.*

**DEOTAR IMPORT & EXPORT, INC**

*Is qualified to do business under the law of the State of Florida, with its principal office at 6484 Indian Creek Dr. # 221 Miami Beach, Fl 33141 and has appointed Marianela Mora, as its agent to accept service of process within the State.*

**ACKNOWLEDGMENT**

*Having been named to accept services of process for the above state Corporation at the place designate in the Certificate.*

*I, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.*

**REGISTERED AGENT -**

*x Marianela Mora*  
**Marianela Mora  
6484 Indian Creek Dr. # 127  
Miami Beach, Fl 33141**