

10/22/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: CONSOLIDATED DISTRIBUTORS OF THE AMERICAS IN

AUDIT NUMBER.....H97000017594

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

CONSOLIDATED DISTRIBUTORS OF THE AMERICAS INC.

THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS, COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE CONSOLIDATED DISTRIBUTORS OF THE AMERICAS INC. AND ITS STREET ADDRESS SHALL BE 4712 SW 74<sup>TH</sup> AVENUE, MIAMI, FLORIDA 33155.

ARTICLE II

PURPOSES

THE PURPOSE FOR WHICH THIS CORPORATION IS FORMED AND THE BUSINESS AND OBJECTS TO BE CARRIED ON AND PROMOTED BY IT ARE AS FOLLOWS:

TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE III

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS TO HAVE OUTSTANDING AT ANY TIME IS 5,000 SHARES OF COMMON STOCK, HAVING A NOMINAL OR PAR VALUE OF \$0.10 PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS, BUT IN NO EVENT SHALL BE LESS THAN TEN CENTS (\$0.10) PER SHARE OR ITS EQUIVALENT. THE INITIAL CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS FIVE HUNDRED AND 00/100 DOLLARS (\$500.00).

George S. Zamora, Esq.  
3191 Coral Way 3rd Fl  
Miami, FL 33145  
(305) 444-2086 / FBND. 871605

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#### ARTICLE IV

##### TERM

THIS CORPORATION SHALL COMMENCE ON THE DATE OF FILING AND SHALL HAVE PERPETUAL EXISTENCE.

#### ARTICLE V

##### REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT FOR THIS CORPORATION SHALL BE HECTOR E. AGUILAR, AND THE REGISTERED OFFICE SHALL BE LOCATED AT 4712 SW 74<sup>TH</sup> AVENUE, MIAMI, FLORIDA 33155, OR SUCH OTHER PLACE AS THE BOARD OF DIRECTORS SHALL FROM TIME TO TIME DIRECT, WITH APPROPRIATE NOTICE BEING DULY GIVEN TO THE SECRETARY OF STATE IN ACCORDANCE WITH THE LAW.

#### ARTICLE VI

##### DIRECTORS

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE (1) NOR MORE THAN FIVE DIRECTORS, AS SET FORTH IN THE BY-LAWS. THE NAME AND STREET ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO, SUBJECT TO THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THIS CORPORATION, AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED ARE:

HECTOR E. AGUILAR  
4712 SW 74<sup>TH</sup> AVENUE  
MIAMI, FLORIDA 33173

GUILLERMO L. RICCIARDI  
11160 SW 70 LANE  
MIAMI, FLORIDA 33173

RAUL O SUZAL  
7560 SW 69 ST  
MIAMI, FLORIDA 33143

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## ARTICLE VII

### SUBSCRIBERS

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION ARE:

HECTOR E. AGUILAR  
4712 SW 74<sup>TH</sup> AVENUE  
MIAMI, FLORIDA 33155

GUILLERMO L. RICCIARDI  
11160 SW 70 LANE  
MIAMI, FLORIDA 33173

RAUL SUZAL  
7680 SW 59 ST  
MIAMI, FLORIDA 33165

## ARTICLE VIII

### SPECIAL PROVISION

ANY ACTION BY THE DIRECTORS OF THIS CORPORATION WHICH IS WITHIN THEIR POWER TAKEN AT A MEETING OF SUCH DIRECTORS SHALL BE VALID FOR ALL INTENTS AND PURPOSES WHETHER OR NOT LAWFULL NOTICES OF SAID MEETING SHALL HAVE BEEN GIVEN TO ALL DIRECTORS AS REQUIRED BY LAW OR BY THE BY-LAWS OF THIS CORPORATION, IF AT ANYTIME PRIOR TO, DURING, OR SUBSEQUENT TO SUCH MEETING ALL DIRECTORS SHALL EXECUTE A WAIVER OF NOTICE OF SUCH MEETING, IN WRITING, AND PROVIDING A MAJORITY OF THE DIRECTORS SHALL HAVE APPROVED OR APPROVED THE ACTION TAKEN AT SUCH MEETING.

WHEN NOT PROHIBITED BY LAW, ANY ACTION BY THE SHAREHOLDERS OF THIS CORPORATION WHICH IS WITHIN THEIR POWER TAKEN AT A MEETING OF SUCH SHAREHOLDERS SHALL BE VALID FOR ALL INTENTS AND PURPOSES WHETHER OR NOT WHETHER OR NOT LAWFUL NOTICE OF SUCH MEETING SHALL HAVE BEEN GIVEN TO ALL SHAREHOLDERS AS REQUIRED BY LAW OR IN THE BY-LAWS OF THIS CORPORATION, IF AT ANY TIME PRIOR TO, DURING, OR SUBSEQUENT TO SUCH MEETING ALL SHAREHOLDERS SHALL EXECUTE A WAIVER OF NOTICE OF SUCH MEETING, IN WRITING, AND PROVIDING A MAJORITY OF THE SHAREHOLDERS SHALL HAVE APPROVED OR APPROVE THE ACTION TAKEN AT SUCH MEETING.

WHEN NOT PROHIBITED BY LAW, ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MAY BE TAKEN WITHOUT A MEETING IF CONSENTS IN WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY ALL THE PERSONS WHO WOULD BE ENTITLED TO VOTE UPON SUCH ACTION AT A MEETING AND FILLED WITH THE SECRETARY OF THE CORPORATION AS PART OF THE CORPORATE RECORDS. SUCH CONSENT SHALL HAVE THE SAME FORCE AND EFFECT AS THE UNANIMOUS VOTE OF THE SHAREHOLDERS AND MAY BE STATED AS SUCH IN ANY CERTIFICATE OR DOCUMENT FILLED WITH THE DEPARTMENT OF THE STATE,

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COUNTY OR NATION, OR WITH ANY PRIVATE ORGANIZATION, CORPORATION, PERSON OR PERSONS.

NOTHING IN THIS ARTICLE SHALL BE CONSTRUED TO ALLOW ANY ACT OF THE BOARD OF DIRECTORS TO BE APPROVED BY LESS THAN A MAJORITY OF THE SAID DIRECTORS OR WHEREVER A GREATER VOTE IS REQUIRED BY LAW OR IN THE BY-LAWS BY THAT VOTE.

#### ARTICLE IX

##### INSPECTION OF BOOKS AND RECORDS

THE CORPORATION SHALL FROM TIME TO TIME DETERMINE WHETHER AND TO WHAT EXTENT AND AT WHAT TIMES AND PLACES AND UNDER WHAT CONDITIONS AND REGULATIONS THE ACCOUNTS AND BOOKS OF THE CORPORATION (OTHER THAN THE STOCK BOOK) OR ANY OF THEM SHALL BE OPEN FOR INSPECTION BY SHAREHOLDERS.

#### ARTICLE X

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

EVERY OFFICER AND EVERY DIRECTOR OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AS PERMITTED BY LAW AGAINST ALL EXPENSES AND LIABILITY, INCLUDING COUNSEL FEES REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH ANY PROCEEDING TO WHICH HE MAY BE A PARTY OR IN WHICH HE MAY BECOME INVOLVED BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR AT THE TIME SUCH EXPENSES ARE INCURRED. THE FOREGOING RIGHTS OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT TO EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH OFFICER OR DIRECTOR MAY BE ENTITLED.

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ARTICLE XI

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TELEPHONE MEETING AUTHORIZED

MEMBERS OF THE BOARD OF DIRECTORS OR OF ANY EXECUTIVE COMMITTEE DESIGNATED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE LAE SHALL BE DEEMED PRESENT AT ANY MEETING OF THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE AS THE CASE MAY BE, IF A CONFERENCE BY TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT BY MEANS OF WHICH ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR AND BE HEARD BY ALL OTHER PERSONS, IS USED.

ARTICLE XII

AMMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANER AND WITH THE VOTE PROVIDED BY LAW

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS  
20 DAY OF October, 1997 IN MIAMI, DADE COUNTY,  
FLORIDA



HECTOR E. AGUILAR



GUILLERMO RICCIARDI



RAUL O. SUZAL

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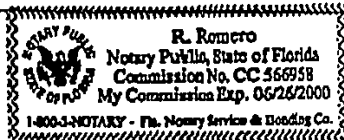
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STATE OF FLORIDA     )  
                                      )     Ss.  
COUNTY OF DADE     )

BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEARED  
HECTOR E. AGUILAR, GUILLERMO L. RICCIARDI AND RAUL SUZAL, AS  
INCORPORATORS OF CONSOLIDATED DISTRIBUTORS OF THE AMERICAS INC. TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUALS DESCRIBED IN AND WHO EXECUTED  
THE FOREGOING ARTICLES OF INCORPORATION AND THEY ACKNOWLEDGED BEFORE ME THAT  
THEY SIGNED AND EXECUTED THE SAME FOR THE PURPOSED THEREIN SET FORTH.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 21<sup>st</sup> DAY OF  
October, 1997.

MY COMMISSION EXPIRES:



  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

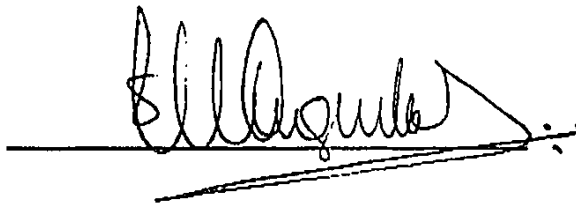
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**CERTIFICATION ACCEPTING DESIGNATION AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of CONSOLIDATED DISTRIBUTORS OF THE AMERICAS INC. and agree to serve as its agent to accept service of process within this State at its Registered Office.

DATED this 20 day of October, 1997

A handwritten signature in black ink, appearing to read "Hector E. Aguilar", is written over a horizontal line. The signature is stylized with a large, sweeping flourish at the end.

HECTOR E. AGUILAR  
4712 SW 74<sup>th</sup> AVENUE  
MIAMI, FLORIDA 33155

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