

P 98000017070

TRANSMITTAL NUMBER

98 FEB 20 AM 10: 27

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9800002436048--1  
-02/20/98--01037--008  
\*\*\*\*78.75 \*\*\*\*78.75

SUBJECT: AVENIDA TRADING, IMPORT & EXPORT, CORP.  
(Proposed Corporate Name - Must Include Suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy &  
Certificate

ADDITIONAL COPY REQUIRED

FROM: PAULO MARCOS DA COSTA JUNIOR  
Name (Printed or Typed)  
8311 NW 68<sup>th</sup> Street  
Address  
Miami, FL 33166  
City, State & Zip  
(305) 606-3557  
Daytime telephone number

CERTIFICATE OF DESIGNATION OF

P. H&H

FEB 23 1998

ARTICLES OF INCORPORATION OF:  
*AVENIDA TRADING, IMPORT & EXPORT CORP.*

FILED

FEB 20 AM 10:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is *AVENIDA TRADING, IMPORT & EXPORT CORP.*

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles which the Department of State.

ARTICLE III -- NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$100.00 per value common stock that shall be designated to "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at 8311 NW 68<sup>th</sup> Street - Miami, FL 33166. 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 VII SUBSCRIBERS

This name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Paulo Marcos da Costa Junior President	8311 NW 68 <sup>th</sup> Street Miami, FL 33166	10%
Paulo Marcos da Costa Vice-President	8311 NW 68 <sup>th</sup> Street Miami, FL 33166	10%
Leandro Brandao da Costa Treasurer	8311 NW 68 <sup>th</sup> Street Miami, FL 33166	10%
Edna Brandao da Costa Secretary	8311 NW 68 <sup>th</sup> Street Miami, FL 33166	10%
Drogaria Avenida Ltda. Shareholder	Avenida Dante Micheline Jardim da Penha - Vitoria - ES - Brazil	60%

**ARTICLE VIII AMENDMENT**

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE IX LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

**ARTICLE X INDEMNIFICATION**

The corporation shall indemnify any office or director, to the full extent permitted by law.

**ARTICLE XI DISSOLUTION**

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

**ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 8311 NW 68<sup>th</sup> Street - Miami, FL 33166 and the name of the initial registered agent of this corporation at that address is Paulo Marcos da Costa Junior.



**ARTICLE XIII INITIAL BOARD OF DIRECTORS/INCORPORATION**

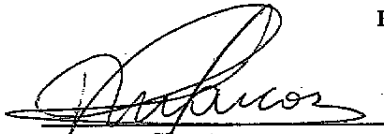
This corporation shall have four (4) director initially. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses or the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Paulo Marcos da Costa Junior President	8311 NW 68 <sup>th</sup> Street Miami, FL 33166
Paulo Marcos da Costa Vice-President	8311 NW 68 <sup>th</sup> Street Miami, FL 33166
Leandro Brandao da Costa Treasurer	8311 NW 68 <sup>th</sup> Street Miami, FL 33166
Edna Brandao da Costa Secretary	8311 NW 68 <sup>th</sup> Street Miami, FL 33166
Drogaria Avenida Ltda. Shareholder	Avenida Dante Micheline Jardim da Penha - Vitoria - ES - Brazil

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 16<sup>th</sup> day of February, 1998.



Signature  
PAULO MARCOS DA COSTA JUNIOR  
President



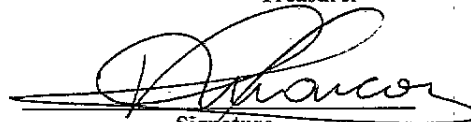
Signature  
PAULO MARCOS DA COSTA  
Vice-President



Signature  
LEANDRO BRANDAO DA COSTA  
Treasurer



Signature  
EDNA BRANDAO DA COSTA  
Treasurer



Signature  
DROGARIA AVENIDA LTDA.  
Representative

**REGISTERED AGENT AND REGISTERED OFFICE**

**FILED**  
98 FEB 20 AM 10: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is AVENIDA TRADING, IMPORT & EXPORT, CORP.

2. The name and address of the registered agent and office is:

Paulo Marcos da Costa Junior

(Name)

President / Secretary

Vice-President / Treasurer


8311 NW 68<sup>th</sup> Street

(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, FL 33166

(City and State and Zip)

*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.*

  
\_\_\_\_\_  
(Signature)

02/16/98

(Date)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**