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TRANSMITTAL LETTER

FILED

98 FEB 27 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

400002442724--3

-02/27/98--01041--016

****131.25 ****131.25

SUBJECT:

RANGEL DISTRIBUTORS, INC.

(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:

LAZARO M. RANGEL

Name (Printed or typed)

12301 S.W. 39 TERRACE

Address

MIAMI

FL 33175-3030

City, State & Zip

(305)

375-4142

Daytime Telephone number

P. Hall

MAR -2 1998

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION
OF
RANGEL DISTRIBUTORS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a Corporation for Profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of incorporation, and do adopt the following:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be:

Rangel Distributors, Inc.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- (a) To engage in import, export, distribution, and business representations and any and all activities permitted under the Law of the State of Florida and the United States of America.
- (b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, country, state, territory or government.
- (c) To purchase or otherwise acquire, and to hold, own, and maintain or otherwise dispose of and deal in lands, and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.
- (d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

- (e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote.
- (f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III

The maximum number of shares of which this corporation shall have outstanding at any time shall be (500) five hundred shares all of which shall be of \$ 1.00 (One dollar) par value and each of which shares shall be issued fully paid as non-assessable, and shall be paid in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Director of this Corporation at the inception of the Corporation.

ARTICLE IV

The initial registered office of the corporation is:

12301 SW 39 Terrace
Miami, Florida, 33175-3030

The initial registered agent is Lazaro M. Rangel

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is:

12301 SW 39 Terrace
Miami, Florida, 33175-3030
Or P.O. Box 651554
Miami, Florida 33265-1554

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office address of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until his successor(s) is/are elected and qualified is as follows:

Lazaro M. Rangel	President/Treasurer
12301 SW 39 Terrace	
Miami, Florida 33175-3030	

Nelson Rangel	
12301 SW 39 Terrace	
Miami, Florida 33175-30030	Vice-President/ Secretary

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business is as follows:

Lazaro M. Rangel		
12301 SW 39 Terrace		
Miami, Florida 33175-3030	500 shares	\$ 500.00

ARTICLE X

The management and control of the business of this Corporation shall be conducted under the directions of the Board of Directors, to-wit: a President, one or more Vice-Presidents, a Treasurer and a Secretary; one or more of said officers may hold one or more offices, except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity or more than one office.

ARTICLE XI

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 stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

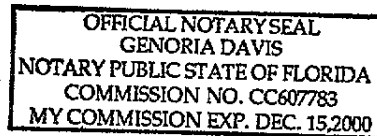
In furtherance, and not in limitation of the powers conferred by Statutes the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this Corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- (c) To set apart out of any funds of the corporation available for dividends a reserve or reserves to be used for future growth or in any manner in which the Board of Directors deem pertinent.
- (d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this Corporation's properties and assets, including its goodwill and its corporate franchises, or any property or assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 25th day of February, 1998.



(SEAL)



(SEAL)

(SEAL)

STATE OF FLORIDA)

SS

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared: Lazaro M. Rangel, to me personally known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at 12301 SW 39 Terrace, Miami-Dade County, Miami, Florida this 25th day of February, 1998.

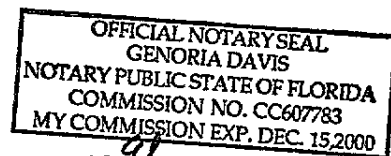
STATE OF FLORIDA)

SS
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared Lazaro M. Rangel, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in the Articles of Incorporation of Rangel Distributors, Inc.

L. Rangel

Lazaro M. Rangel



Sworn to and subscribed before me on this 25th day of February, 1998.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:

Page 7 of 7 LR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA; NAMING AN AGENT UPON WHO PROCESS MAY BE SERVED
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING HAS
SUBMITTED:

RANGEL DISTRIBUTORS, INC
12301 SW 39 TERRACE, MIAMI, FLORIDA 33175-3030

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF
FLORIDA HAS NAMED:

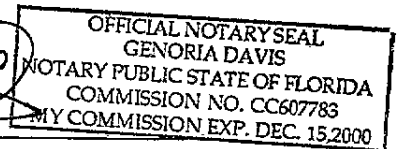
LAZARO M. RANGEL
12301 SW 39 TERRACE, MIAMI,
FLORIDA, 33175-3030

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


(SUBSCRIBER)

DATE:

February 25, 1998



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


(RESIDENT AGENT)

DATE:

February 25, 1998

