

TRANSMITTAL LETTER  
P98000037302

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

SUBJECT: NAVAN, INC.  
(Proposed corporate name - must include suffix)

600002498416-7  
-04/23/98--01105--014  
\*\*\*\*131.25 \*\*\*\*131.25

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: ANGEL NAVEDA  
Name (printed or typed)

881 WEST 48TH STREET  
Address

HIALEAH, FL 33012  
City, State & Zip

305-557-2103  
Daytime Telephone number

FILED  
98 APR 23 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

(1)

**ARTICLES OF INCORPORATION  
OF  
NAVAN, INC.**

**FILED**  
98 APR 23 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

**ARTICLE 1.- NAME**

The name under which this Corporation will conduct its business and be known and recognized is:

**NAVAN, INC.**

**ARTICLE II - ADDRESS**

The initial place of business and the mailing address of this corporation in the State of Florida shall be:

881 West 48th Street  
Hialeah, Florida 33012

The registered office address for this Corporation in the State of Florida will be:

881 West 48th Street  
Hialeah, Florida 33012

Its registered agent will be:

**ANGEL NAVEDA**

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

### **ARTICLE III - NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

Operation of retail stores and other business

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida and the United State of America.

### **ARTICLE IV - CAPITAL STOCK**

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are:

200 Shares non par value

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payments for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for an exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

## **ARTICLE VI - SHAREHOLDERS**

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the share entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than 51% of the shares entitled to voted at the metting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

## **ARTICLE VII - DIRECTORS**

This Corporation shall have two Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-law's, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of this Corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even through not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provide that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such member thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorized any such contract or transaction, and may vote thereat to authorized any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

### **ARTICLE VIII - INITIAL DIRECTORS**

The names and Post Office addresses of the members of the first Board of Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Angel Naveda President	881 West 48th Street Hialeah, Fl. 33012
Mercedes Naveda Secretary	881 West 48th Street Hialeah, Fl. 33012

### **ARTICLE IX - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation is:

<b>NAME</b>	<b>ADDRESS</b>
Angel Naveda	881 West 48th Street Hialeah, Fl. 33012
Mercedes Naveda	881 West 48th Street Hialeah, Fl. 33012

OFFICIAL NOTARY SEAL  
MIRIAM NUNEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC647494  
MY COMMISSION EXP. MAY 14, 2001

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NAVAN, INC.

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

ANGEL NAVEDA

(NAME)

881 WEST 48th STREET

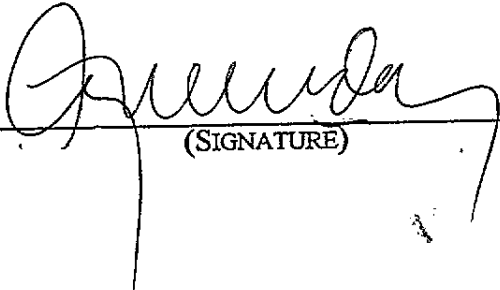
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

HIALEAH, FLORIDA 33012

(CITY/STATE/ZIP)

**FILED**  
98 APR 23 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*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)

4-15-1998  
(DATE)

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