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GUSTAVO L. MARINELLO
Accounting Services

VALIDATION ONLY

Requestor's Name 1020-94 Street #401

Address BAY HARBOR, FL. 33154 (305) 864-9354

City State ZIP Phone #

CORPORATION(S) NAME
DISTRIBUDORA CONTINENTAL, INC.

800002537719--4
-05/27/98--01110--006
*****70.00 *****70.00

Should you have any quwstions my daytime number is 305-866-2423.

Thank You.

Glm

Gustavo Marinello'

PROFIT AMENDMENT MERGER

NON-PROFIT FOREIGN DISSOLUTION MARK

LIMITED PARTNERSHIP ANNUAL REPORT RESERVATION

REINSTATEMENT OTHER

CERTIFIED COPY PHOTO COPIES CERTIFICATE UNDER SEAL

WALK IN WILL WAIT PICK UP MAIL OUT CALL AFTER 4:30

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgment
W.P. Verifier

Gustavo Marinello GAVE
AUTHORIZATION BY PHONE TO
CORRECT art I
DATE 5/29/98
DOC. EXAM BR

FILED
98 MAY 27 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/29/98

ARTICLES OF INCORPORATION

OF

DISTRIBUDORA CONTINENTAL, INC.

FILED
98 MAY 27 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: DISTRIBUDORA CONTINENTAL, INC.

The principal place of business of this corporation shall be: 1120-102 St #15,
Bay Harbor Island, FL 33154.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One thousand Shares (1,000) at one dollar (1.00) par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ROBERTO BENSO
1120-102 St #15
Bay Harbor Is., Fl. 33154

MARTIN CHACON CHANG
251 N.E. 48 Court
Ft. Lauderdale, Fl 33334

ARTICLE VI - INITIAL REGISTERD OFFICE AND AGENT

The Street address of the initial registered office of this corporation is : 1120 - 102 Street #15, Bay Harbor Is., Fl. 33154 and the name of the registered agent of this corporation at that address is : Roberto Benso

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

THE NAME AND STREET ADDRESSES OF EACH MEMBER OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION ARE:

NAME and Address

OFFICE TO BE HELD

MARTIN CHACON CHANG (Pres.)
251 NE 48 Court
Ft. Lauderdale, Florida 33334

PRESIDENT

ROBERTO BENSO
1120 - 102 Street #15
Bay Harbor, Fl. 33154

(Treas)

Treasurer

Roberto Benso
1120-102 St #15
Bay Harbor Is, Fl. 33154

(SEC.)

Secretary

ARTICLE IX- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION, AND ANY PERSON WHO SERVES AT THE REQUEST OF THIS 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 BEING A DIRECTOR OR OFFICER OF THE CORPORATION, OR BY REASON OF ANY ACTIONED ALLEGED ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM AS SUCH DIRECTOR OR OFFICER, AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES 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 THE 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 OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIALLY HEREIN PROVIDED FOR.

ARTICLE X - REMOVAL OF DIRECTORS

ANY DIRECTOR OF THE ENTIRE BOARD OF DIRECTORS MAY BE REMOVED WITH OR WITHOUT CAUSE, BY A VOTE OF THE HOLDERS OF A MAJORITY OF THE SHARES THEN ENTITLED TO VOTE AT AN ELECTION OF DIRECTORS, AT A SPECIAL MEETING OF SHAREHOLDERS, CALLED EXPRESSLY FOR THAT PURPOSE.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are:

ROBERTO BENSO
1120-102 St #15
ay Harbor Is. , Fl. 33154

Martin Chacon Chang
251 NE 48 Court
Ft Lauderdale, F; 33334

ARTICLE XII- BY LAWS

The power to adopt, alter amend, or repeal By laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have the power necessary or convenient to effect its purpose as enumerated in the Florida General Corporation act.

All corporate powers shall be exercised by or under the authority of , and the business and affairs of this corporation shall be managed under the direction of the Board of Directors

ARTICLE XIV - AMENDMENTS

These Articles of Incorporation may be amended in the same manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by majority vote of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of May 1998

Martin Chacon-Chang
MARTIN CHACON CHANG

Roberto Benso
ROBERTO BENSO
STATE OF FLORIDA

COUNTY OF DADE SS.

Before, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MARTIN CHACON CHANG AND ROBERTO BENSO

known to me and known by me to be the persons who executed the foregoing article of incorporation, and they acknowledge before me that they have subscribed theses Articles of Incorporation.

In witness whereof, i have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of May 1998

Roberto Benso
Subscriber
ROBERTO BENSO

Martin Chacon-Chang
Subscriber
MARTIN CHACON CHANG

Gustavo L. Marinello
Notary Public



Gustavo L. Marinello
My Commission CC625359
Expires March 19, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First --That DISTRIBUDORA CONTINENTAL, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation at City of Miami County of DADE
State of FLORIDA has named ROBERTO BENSO
located at 1120 - 102 Street #15 BAY HARBOR ISLAND, FL. 33154

CITY OF Miami

COUNTY OF DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED RESIDENT AGENT)

Having been named to accept service for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
(resident Agent)

ROBERTO BENSO
1120 - 102 Street #15
Bay Harbor Is, Fla 33154

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TALLAHASSEE, FLORIDA