

P98000064551

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ALLIANCE INTERNATIONAL DISTRIBUTORS
(Corporation Name) (Document #)

2. CORP
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 22 PM 3:29

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98 JUL 22 PM 11:32

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ALLIANCE INTERNATIONAL DISTRIBUTORS CORP**

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I
NAME**

The name of the corporation shall be: **ALLIANCE INTERNATIONAL DISTRIBUTORS CORP**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, of the State of Florida.

**ARTICLE III
PURPOSE AND POWERS**

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

**ARTICLE IV
CAPITAL STOCK**

The amount of Capital Stock authorized shall consist of: **FIVE HUNDRED (500)** shares of common stock having a par value of **ONE DOLLAR (\$ 1.00)** per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors and the Shareholders of this corporation.

**ARTICLE V
INITIAL CAPITAL**

The amount of the capital with which the corporation shall begin business is no less than: **FIVE HUNDRED (\$ 500.00)**

**ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the corporation is :
245 SE 1 ST SUITE 311, MIAMI, FL. 33131.

The Street address of the initial registered office of this corporation is: **25 S.E. 2 AVE. STE 410, MIAMI, FL. 33131.**

The name of the initial Registered Agent of this corporation at that address is: **JOSE M. VEGA.**

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have **ONE (1)** Director initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The name and address of the initial Director of this corporation is : **NARCIA BORGES DE SOUZA, VICENTE DE CARVALHO 1086 RUA C CASA 6 - VILA DE PENHA, 21210-000, RIO DE JANEIRO, RJ. BRAZIL.**

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this corporation is: **JOSE M. VEGA, 25 S.E. 2 AVE SUITE 410, MIAMI, FL. 33131.**

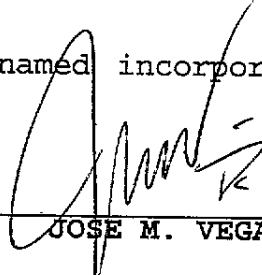
**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

**ARTICLE X
AMENDMENT**

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to these reservations.

IN WITNESS WHEREOF, the above named incorporator subscribed his name this JULY 17TH 1998.

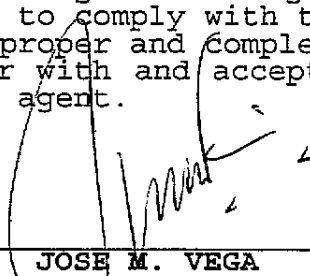


JOSE M. VEGA

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: **ALLIANCE INTERNATIONAL DISTRIBUTORS CORP**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in **MIAMI**, State of Florida, has named: **JOSE M. VEGA**, whose address is: **25 S.E. 2 AVE. STE 410, MIAMI, FL. 33131.**, Agent to accept service of process within Florida.

Having been named as Register Agent to accept services 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.



JOSE M. VEGA

Date : **JULY 17TH 1998**

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TALLAHASSEE FLORIDA