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OFFICE USE ONLY

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

1. WINNERS BUSINESS INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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☐ 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

FILED  
98 SEP 16 PM 12:25  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

RECEIVED  
98 SEP 16 AM 11:29  
DIVISION OF CORPORATION

Examiner's Initials

FILED  
98 SEP 16 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE OF INCORPORATION

### OF

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

### ARTICLE I. - NAME

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

WINNERS BUSINESS INC.

### ARTICLE II. - NATURE OF BUSINESS

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

Selling, Distribution, Importation, Exportation and all about food products.

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

### ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding

at any one time are:

30 non par value shares

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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 payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and 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 IV. - 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 V. - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

8825 S.W. 43th Terrace  
Miami, FL 33165

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

8825 S.W. 43th Terrace  
Miami, FL 33165

Its registered agent:

Charles E. Ross

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

**COPY**

## ARTICLE VI. - SHAREHOLDERS

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

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

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 1 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-laws, 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 the 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 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 form, any expenses incurred in connection

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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 reimburse such person in any proper case even

though 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, provided 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

members 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 authorize any such contract or transaction, and may vote

thereat to authorize 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.

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**ARTICLE VIII. - INITIAL DIRECTORS**

The names and post office addresses of the  
members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Pericles Da Costa Marques    Presidente	5440 North Ocean Drive West Palm Beach, FL 33404

**ARTICLE IX. - SUBSCRIBERS**

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

<u>NAME</u>	<u>ADDRESS</u>
Pericles Da Costa Marques	5440 North Ocean Drive West Palm Beach, FL 33404

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ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of

Incorporation have hereunto set their hands and seals

this 14th day of September, 1998.

 (SEAL)  
Pericles Da Costa Marques

STATE OF FLORIDA

SS:

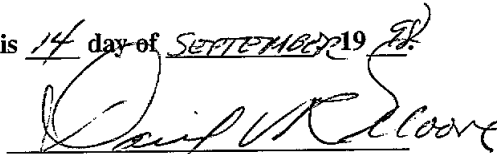
COUNTY OF DADE

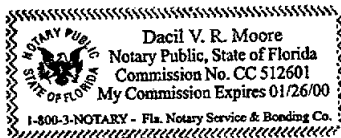
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared to me know to be the persons described as subscribers in and who executed the foregoing Articles on Incorporation, and acknowledged before me that they subscribe to these

Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 14 day of SEPTEMBER 1998

My commission:

  
NOTARY PUBLIC



DACIL VR MOORE  
PASSPORT # C5719312

**COPY**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMED  
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 --- Winners Business 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, Charles E. Roos Located at 8825 S.W. 43th Terrace

City of Miami, County of Dade, State of Florida, as its agent to

accept services of process within this State.

**ACKNOWLEDGMENT:**

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

BY: Charles E. Roos  
(Resident Agent)

S.S. 357-36-6236

FILED  
98 SEP 16 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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