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Leonel Rivas
7389 S.W. 34th Terrace
Miami, FL 33155

November 2, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 PM 1:09

State of Florida
Division Of Corporations
P.O. Box 6237
Tallahassee, FL 32314

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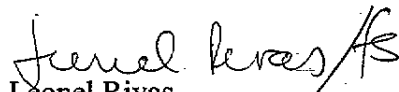
Re: Articles of Incorporation
Rivas Enterprises, Inc.

Dear Sirs:

Enclosed please find Money Order # 71811847976 in the amount of \$122.50 to cover the fees of filing Articles of Incorporation, Registered Agent and \$8.75 to cover fees. If the amount I sent you is over the fee, please issue a check for the remainder and send it to me at:

Leonel Rivas
7389 S.W. 34 Terrace
Miami, FL 33155

Thank you very much for al your help.


Leonel Rivas

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ARTICLES OF INCORPORATION
OF
RIVAS ENTERPRISES, INC.

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We, the undersigned, hereby associate ourselves together and make, subscribe, acknowledge and file these Articles Of Incorporation with the Secretary of State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

RIVAS ENTERPRISES, INC.

ARTICLE II

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

(a) Wholesale

(b) To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.

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.

(c) To construct, erect, build, equip, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, water-works, sewers, docks, fills, and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

(d) To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

(e) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

(f) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(g) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds securities or evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the

General Corporation Laws of the State of Florida, any Corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held, or guaranteed, and to do any and all other acts of things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

(h) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(i) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

(j) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(k) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures, any other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds or deeds of trust or pledged or other lien upon any and all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal

thereof in to any preferred common stock of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

(l) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any other bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(m) To purchase, sell, and transfer shares of its own capital stock.

(n) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Article of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purpose and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

The maximum number of shares of stock shall be **500 (FIVE HUNDRED) of the par value of ONE Dollars (\$1.00)** per share, all of which shall be common stock. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said stock may be paid for in cash, in property, in labor or in services at a fair evaluation to be fixed by the incorporators or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than **FIVE HUNDRED (\$500.00) Dollars.**

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of the corporation shall be located at **7389 S.W. 34th Terrace, Miami, Fl 33155** but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined or deemed expedient.

ARTICLE VII

There shall be a Board of Directors for this corporation which shall consist of not less than **two (2)** and **not more than four (4)**, the number of same to be fixed by the Board of Directors or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws, if any, adopted by the stockholders, the directors may make the by-laws, and meetings of the directors may be held within or without the State of Florida. Directors need not to be stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified; are

NAMES	ADDRESSES
<u>LEONEL RIVAS</u>	<u>7389 S.W. 34TH TERRACE, MIAMI, FL 33155</u>
<u>JOSE RENE RIVAS</u>	<u>10920 N.W. 7TH ST. #603, MIAMI, FL 33172</u>

ARTICLE IX

The names and addresses of each subscriber to these Articles of Incorporation of this company are:

NAMES	ADDRESSES
<u>LEONEL RIVAS</u>	<u>7389 S.W. 34TH TERRACE, MIAMI, FL 33155</u>
<u>JOSE RENE RIVAS</u>	<u>10920 N.W. 7TH ST. #603, MIAMI, FL 33172</u>

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation.

(a) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the

accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors.

(b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(c) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

(d) The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State Of Florida, and the execution of the necessary instruments of assignment.

(e) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a Director or Officer or are Directors or Officers of such other corporation. Any Director or Directors, individually or jointly, may be a party to or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party of parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might be otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the

corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.


ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter described by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by this Certificate of Incorporation or by an amended Certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed the Articles of Incorporation at Dade County, Florida for the uses and purposes aforesaid.



LEONEL RIVAS



JOSE RENE RIVAS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501 or 617.0501, 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:

RIVAS ENTERPRISES, INC.

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

JOSE RENE RIVAS
10920 N.W. 7TH STREET UNIT 603
MIAMI, FL 33172

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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: _____

DATE: _____

10-21-98