

P99000007261

PDN/Palou
2070 NW 7th St
Miami, Fla 33128

000002749330--3
-01/21/99--01044--001
*****78.75 *****78.75

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

99 JAN 21 AM 9:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 AM 9:47

PDN International, Inc.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

PDN INTERNATIONAL, INC

ARTICLES II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice-Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meetings of the corporation shall be held on such date as is provided in the By-Laws of the corporation, which said By-Laws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The Shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to

a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICER

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officer :

President,
Secretary and Treasurer

Robert Palow
2070 NW 7th St
Miami, Fla 33125

ARTICLE V - DURATION

The existence of this corporation shall be perpetual.

ARTICLES VI- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to:

- a) To negotiate and enter into contracts, franchises, permits, concessions and similar agreements creating legal privileges and obligations of the corporation with manufacturers, vendors, assemblers, entities, persons or others which relate to or are in any way connected with the operation of the business of the corporation.
- b) To purchase, manufacture, lease or otherwise acquire and to sell or otherwise dispose of all raw materials, machinery, equipment, supplies and other articles of real or personal property useful or convenient in connection with the business of the corporation.
- c) To manufacture, purchase, sell or otherwise acquire, dispose of, deal and trade in furniture, fixtures, furnishings and other kinds of real or personal property, goods, wares and merchandise.

d) To act as commission agent or representative of corporations, firms and individuals and as such to develop and extend the business interest of corporation, officers and individuals.

e) To import and export merchandise of all kinds.

f) To engage in the general transfer and carriage business and to transport goods, freight, cargo and the like for hire by truck, automobile, boat or other vehicle and other modes of transportation; to conduct a storage and warehouse business, and to buy, sell and own all facilities necessary thereto.

g) To purchase, hold, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such extent and in such manner and upon such terms as the shareholders shall determine; provided that his corporation shall not use any of its funds nor property for the purchase of its shares of capital stock when such use would cause impairment of the capital of the corporation, and provided further that shares of its capital stock belonging to this corporation shall not be voted upon directly or indirectly.

h) To acquire by purchase, subscription or otherwise, and to hold as investment, any bonds or other securities or evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations of any state, territory, or country. To purchase, hold, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issues by any corporation or corporations, association or associations of any state, territory, or country and while owner thereof, to exercise all the rights, power, and privileges of ownership.

i) To, for its own account, own, acquire, buy, sell, lease, exchange, and deal in lands and real and personal property; to erect buildings and improvements thereon; to borrow and loan money on real estate and other security; to develop and manage any real estate so acquired; to erect or cause to be erected on any lands owned, held, or occupied by the corporation buildings or other structures with their appurtenances and to rebuild, enlarge, alter, or improve any buildings or other structures and any stores, shops, suites rooms, or parts of any buildings, or other structures at any time owned or held by the corporation.

j) To do each and every thing necessary, suitable or proper for the accomplishment of any off the purposes or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation; in general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00), all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration of the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine. There will be 600 shares of common Stock issued in the name of Robert Palow

shareholders in equal percentages, then the corporation if one or more other shareholders do not act, shall have a first right of refusal to purchase the shares of any shareholder desiring to sell or assign his/her shares in the corporation upon the same terms; In order to be effective, all material terms associated with a proposed shareholders' sale or assignment of his/her

shares -- for a cash sum only -- must be provided to all other shareholders and to the corporation in writing, and in excess of thirty (30) days must have passed without exercise of a first right of refusal being made prior to any sale or assignment of shares of stock in the corporation to be effective, otherwise any attempt to sell or transfer shall be void. The thirty (30) day right of refusal shall commence as of the date the last shareholder or the corporation has actually been provided with written notice of a proposed sale. Proof of actual delivery must be provided.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at c/o PDN International Inc., 2070 NW 7th St. Miami Fla 33125 or at such other place as designated by the corporation. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

ARTICLES XII - INDEMNIFICATION

This corporation may indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered agent's office of this corporation are:

Robert Palow
c/o PDN International, Inc
2070 NW 7th St;
Miami, Fla 33125-3423

ARTICLE XIV - AMENDMENT


The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to the By-Laws, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES XV - INCORPORATORS

The names and addresses of the persons signing these articles of incorporation are:

Robert Palow
c/o PDN International, Inc
2070 NW 7th St
Miami, Fla 33125

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of the 13th day
January, 1999



Robert Palow (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, that on this day personally appeared before me, an office duly authorized to administer oaths and take acknowledgements, ROBERT PALOW to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of January, 1999

My Commission Expires:



Sonia M. Montanilla

NOTARY PUBLIC
STATE OF FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in paragraph XIII, of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

A handwritten signature in dark ink, appearing to be "J. P. [unclear]", is written over a horizontal line.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 AM 9:47