

OFFICE USE ONLY (Document #)

LEGARUS 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

500002769835--1

-02/09/99--01074--021

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. FRUG USA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
99 FEB -9 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

RECEIVED  
99 FEB -9 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Examiner's Initials

FILED

99 FEB -9 PM 12:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
FRUG USA, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby desire to form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of this corporations shall be:  
FRUG USA, INC.

ARTICLE TWO  
DURATION:

The corporation shall commence its existence upon the filing of the articles of incorporation with the secretary of state and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law and may lawfully do, either as principal or agent and either alone or in connection with other corporations, firms and individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any of more of the objects desired, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this State or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida.

ARTICLE FOUR  
CAPITAL STOCK

The authorized capital stock of this company shall be 525 shares of common stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property or other consideration as agreed.

ARTICLE FIVE  
REGISTERED AGENT AND OFFICE

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

Corporate address:  
7930 NW 36th Street, Suite 23-333  
Miami, Fl. 33166

Registered agent and address:  
Madeleine D. Longaray  
8360 W. Flagler St. #203  
Miami, Fl. 33144

ARTICLE SIX  
DIRECTORS:

The initial board of directors shall be as follows:

President:  
Nelson Jose Guerreiro  
7930 NW 36th St., #23-333  
Miami, Fl. 33166

Vice President:  
Jose Simao Guerreiro  
7930 NW 36th St., #23-333  
Miami, Fl. 33166

Secretary/Treasurer:  
Maria Luis Sequeira Guerreiro  
7930 NW 36th St., #23-333  
Miami, Fl. 33166

The number of directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN  
SUBSCRIBERS:

The name and post office address of the shareholders & subscribers to these articles of incorporation and the number of share of stock issued is as followsL

Nelson Jose Guerreiro  
7930 NW 36th St. #23-333, Miami, Fl. 33166 175 shares

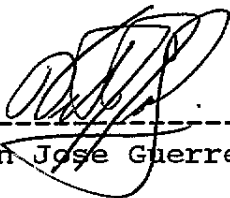
Jose Simao Guerreiro  
7930 NW 36th St. #23-333, Miami, Fl. 33166 175 shares

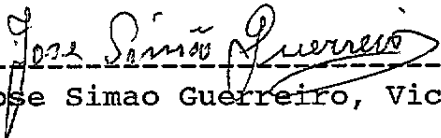
Maria Luis Sequeira Guerreiro  
7930 NW 36th St., #23-333, Miami, Fl. 33166 175 shares

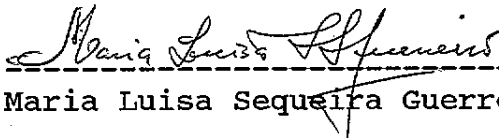
ARTICLE EIGHT

The by-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, I have set my hand and seal in Miami-Dade County, Miami, Florida, this 18th day of November 1998.

  
-----  
Nelson Jose Guerreiro, President

  
-----  
Jose Simao Guerreiro, Vice-president

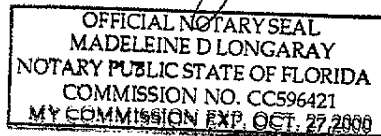
  
-----  
Maria Luisa Sequeira Guerreiro, Sec/Treasurer

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

ON THIS DAY PERSONALLY APPEARED BEFORE ME, a Notary Public, Nelson Jose Guerreiro, Jose Simao Guerreiro and Maria Luisa Sequeira Guerreiro, whom after presenting proper identification, signed the foregoing articles of incorporation and acknowledged to me that they signed the same freely and voluntarily,

WITNESS my hand and seal in Miami-Dade County, Florida, this 18th day of November, 1998.

*Madeline D. Longaray*  
-----  
NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICE WITHIN THE STATE  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said act;

FRUG USA, INC., desiring to organize under the laws of the State of  
Florida with its principal offices, as indicated in the articles of  
incorporation, Miami-Dade County, State of Florida, has named  
Madeleine D. Longaray at 8360 W. Flagler St. #203, Miami, Fl. 33144  
as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

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

By:

Madeleine D. Longaray  
Resident Agent

**FILED**  
99 FEB -9 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA