

*9900016068*

OFFICE USE ONLY (Document #)

LIZARUS 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

700002778037-1

-02/17/99-01046-009

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

OFFICE USE ONLY

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

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

99 FEB 17 PM 3:46  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

**FILED**

- Walk in   
  Pick up time 2.00   
  Certified Copy  
 Mail out   
  Will wait   
  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

DIVISION OF CORPORATIONS  
 99 FEB 17 AM 11:24  
 PLEASE REED

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 17, 1999

LAZARUS

MIAMI, FL

SUBJECT: MENA, INC.  
Ref. Number: W99000004037

We have received your document for MENA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 799A00007185

RECEIVED

99 FEB 18 PM 3:20

DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**GANEMA, INC.**

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of this Corporation is as follows:

**GANEMA, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

**1161 NW 130 AVENUE**  
**PEMBROKE PINES, FL 33028**

**ARTICLE III**  
**DURATION**

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLE IV**  
**PURPOSE OF CORPORATION AND**  
**NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the following business purposes:

To engage in purchase and sale of livestock and agricultural products, and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 FEB 17 PM 3:46

FILED

**ARTICLE V**  
**CAPITAL STOCK OF CORPORATION**

This Corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE**

The name of the initial registered agent of this corporation is Guillermo Finol, and the street address of the initial registered office and the principal place of business of this corporation is

1161 NW 130 Ave.  
Pembroke Pines, FL 33028

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have 1 director constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than 3 directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

<b><u>NAMES</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Guillermo Finol	1161 NW 130 Ave. Pembroke Pines, FL 33028

**ARTICLE IX**  
**INCORPORATOR(S)**

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

<b><u>INCORPORATOR'S NAME</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Guillermo Finol	1161 NW 130 Ave. Pembroke Pines, FL 33028

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

**ARTICLE XI**  
**AMENDMENT**

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form of substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

**ARTICLE XII**  
**POWER TO FORM PARTNERSHIP**

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

ARTICLE XIII  
INSPECTION

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, or by resolution of the stockholders.

ARTICLE XIV  
ATTESTATION

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporator does attest that the above facts and statements are truly and correctly stated on this 16TH day of FEBRUARY, 19 99.

  
\_\_\_\_\_  
GUILLERMO FINOL (SEAL)  
INCORPORATOR

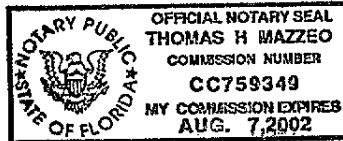
STATE OF FLORIDA    )  
                                  )  
COUNTY OF DADE    )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared GUILLERMO FINOL, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and HE acknowledged before me that HE executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 16TH day of FEBRUARY, 1999

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

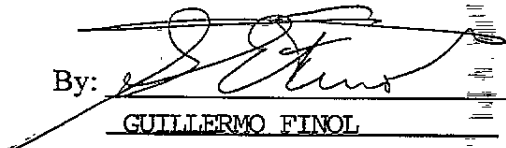
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

In accordance with Chapter 48.091, Florida Statutes, GANEMA, INC. hereby designates GUILLERMO FINOL, of 1161 NW 130 AVE. PEMBROKE PINES, FL, as the Registered Agent of said Corporation to accept service of process within the State of Florida.

GANEMA, INC., a  
Florida Corporation

By:   
GUILLERMO FINOL - President

The person whose signature appears below accepts the above designation as Registered Agent for GANEMA, INC. a Florida Corporation, for service of process within the State of Florida, and agrees to comply with the provisions of the law which apply to said designation of Registered Agent.

  
GUILLERMO FINOL

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
09 FEB 17 PM 3:46

**FILED**