P99000024963

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H9900006504 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)541-3694 Fax Number : (305)541-3770 SECRETARISH PH 1: 29

FLORIDA PROFIT CORPORATION OR P.A.

DISTRIBUNET, INC.

Certificate of Status	0	73 F L.S.
Certified Copy	1	\$1.4.E
Page Count	06	1
Estimated Charge	\$78.7 5	T I I

1 of 2

3/18/99 10:57 AM

EMPIRE CORPORATE KIT --

69:TT 666T-8T-NUM

FILED

ARTICLES OF INCORPORATION OF DISTRIBUNET, INC.

99 MAR 18 PM 1: 29

SECHETARY OF STATE

The undersigned, for the purposes of forming alcorporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: DISTRIBUNET, INC.

Article II. <u>DURATION</u>

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. FURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purpose of the corporation is to act as a distributor of goods.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance -

This document prepared by:
M. Jorge Areces
780 N.W. LeJeune Road
Suite #318
Miami, Florida 33126
(305)442-2283 /FGNO. 796514

of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation and its principal place of business is:

JORGE GONZALEZ 6517 SW 112 PLACE MIAMI, FLORIDA 33173

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial birector of this corporation is:

JORGE GONZALEZ 6517 SW 112 PLACE MIAMI, FLORIDA 33173

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: "

JORGE GONZALEZ 6517 SW 112 PLACE

MIAMI, FLORIDA 33173

Vice President:

JORGE GONZALEZ 6517 SW 112 PLACE MIAMI, FLORIDA 33173

Secretary:

JORGE GONZALEZ 6517 SW 112 PLACE MIAMI, FLORIDA 33173

2

H99000006504

Trezsurer:

JORGE GONZALEZ 6517 SW 112 FLACE MIAMI, FLORIDA 33173

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

JORGE GONZALEZ 6517 SW 112 PLACE MIAMI, FLORIDA 33173

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may

H99000006504

÷

participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ______ day of MARCH, 1999.

WITNESS

JORGE TRONGALLEZ

STATE OF FLORIDA) ss COUNTY OF MIAMI-DADE

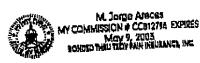
BEFORE ME, the undersigned authority, personally appeared JORGE GONZALEZ to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to the before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

/ 8 day of MARCH, 1999.

My Commission Expires:

NOTARY PUBLIC, State of Florida



H99000006504

ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that DISTRIBUNET, 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, MIAMIDADE County, State of FLORIDA has named JORGE GONZALEZ located at 6517 SW 112 PLACE, MIAMI, FLORIDA 33173 City of Miami, County of Miami-Dade State of Florida, as its agent to accept service 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 hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By

INCORPORATION

REGISTERED AGENT

H99000006504

MAR 18 PM 1: