

P99000026499

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

BILmar Container Lines, Inc

(Proposed corporate name - must include suffix)

000002808966--E

-03/17/99--01051--006

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Marina Vargas

Name (Printed or typed)

8355 N.W. 66th Street

Address

Miami FL 33166

City, State & Zip

Daytime Telephone number

99 MAR 17 PM 2:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

3-23-99

ARTICLES OF INCORPORATION
OF
BILMAR CONTAINER LINES, INC.

ARTICLE I - NAME

The Name of the corporation is BILMAR CONTAINER LINES, INC. located on 8355 N.W. 66th Street Miami, Fl, 33166. The name of the registered agent at the address is Marina Vargas.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock with a par value of \$1.00

ARTICLE V - VOTING RIGHTS

Except otherwise provided by law, the entire voting power for the election and termination of directors & officers and for all other purposes shall be vested exclusively in the Board of directors. This Article may only be amended by the Board of Directors.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLES VIII - INITIAL BOARD OF DIRECTORS/INCORPORATORS

This corporation shall have 1 director initially. The number of directors may be increased from time to time by the bylaws. The Director of this corporation shall be:

Ms. Marina Vargas
Director & President

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the SHAREHOLDERS exclusively.

ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

Name:	Number of Shares
MARINA VARGAS SR.	50%
MARINA VARGAS JR.	50%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation. This shall apply on equal basis regardless of the share ownership percentages.

ARTICLE XI - INITIAL CAPITAL STOCK

The amount of capital with which this corporation shall begin business is not less than \$3,500.00

ARTICLE XII - MANAGEMENT OF CORPORATION BY THE STOCKHOLDERS

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

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The Shareholders of this corporation shall have the exclusive authority to fix the Compensation of Directors of this corporation.

ARTICLE XV - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XVI - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVII - SHAREHOLDERS QUORUM AND VOTING

All SHAREHOLDERS shall constitute a quorum for a meeting of OFFICERS. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETINGS BY TELEPHONE CONFERENCE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIX - REDUCTION IN STATED CAPITAL

The Stated Capital of this corporation shall be reduced by action of the Board of Directors AND STOCKHOLDERS ALIKE where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXI - AMENDMENT

All policies pertaining to the future welfare of this corporation including transfer of properties held by this corporation and or decisions affecting services offered under the corporation shall require the unanimous consent of all partners. Transfer of negotiable notes and or service contracts and other related properties of this corporation tangible as well as intangible shall also require unanimous consent from all shareholders. Not excluding one.

ARTICLE XXII - INDEMNIFICATION

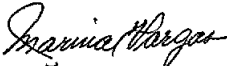
This incorporation shall indemnify any officers or director, or any former officer or director to the full extent permitted by law.

In witness Whereof, the undersigned Incorporator has executed the Articles Of Incorporation this 15th day of March 1999.

MARINA VARGAS JR.
(PRESIDENT)




MARINA VARGAS SR.
(VICE PRESIDENT)



STATE OF FLORIDA
COUNTY OF DADE

Before Me, a notary Public, authorized to take acknowledgement in the state and county set forth above, personally appeared MARINA VARGAS Jr. and MARINA VARGAS Sr., Known to me to be the persons described herein and who executed the forgoing Articles of Incorporation and that they executed the same.

In witness whereof, I have hereto set my hand and affixed my official seal, in the state and county aforesaid, this 3/15/99 day of March, 1999.


Notary Public, State of Florida

My commission expires



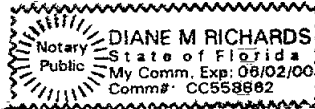
**STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT OF
BILMAR CONTAINER LINES, INC.**

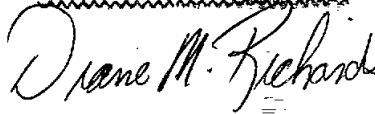
The undersigned does hereby accept his appointment of and designation as registered Agent for the service of process within the State of Florida of the proposed corporation named in the above certificate, and does hereby state that he may be found as registered Agent for aforesaid certificate. The undersigned Registered Agent does also accept the obligations imposed on such registered Agent.

IN WITNESS WHEREOF, MARINA VARGAS as said registered Agent has caused this statement to be signed on March 15, 1999.



Marina Vargas
Registered Agent





FILED
99 MAR 17 PM 2:29
CLERK OF STATE
TALLAHASSEE, FLORIDA