

P990000032504

JORGE SANCHEZ-GALARRAGA  
PROFESSIONAL ASSOCIATION  
LAW OFFICES

Suite 301  
1313 Ponce de Leon Boulevard  
Coral Gables, Florida 33134-3343  
Telephone: (305) 445-5351  
Fax: (305) 443-6023

March 25, 1999

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33201

900002828759--8  
-04/05/99-01039-009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: D'TODO WHOLESALE, INC.

Gentlemen:

Enclosed are the following:

1. Original and copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,



Jorge Sanchez-Galarraga

JSG:sp

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -5 AM 10:05

99 APR -5 AM 10: 05

**ARTICLES OF INCORPORATION**

**OF**

**D'TODO WHOLESALE, INC**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is D'TODO WHOLESALE, INC

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

1424 N.W. 82<sup>nd</sup> Avenue  
Miami, Florida 33126

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

Maria Carmenza Torres  
1424 N.W. 82nd Avenue  
Miami, Florida 33126

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation is:

Maria Carmenza Torres  
1424 N.W. 82nd Avenue  
Miami, Florida 33126

**Article 7. Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is:

Maria Carmenza Torres  
1424 N.W. 82nd Avenue  
Miami, Florida 33126

**Article 8. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

#### **Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

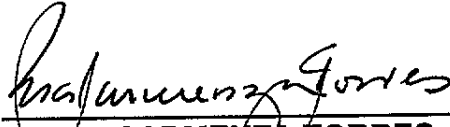
#### **Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.


IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 25 day of March, 1999.

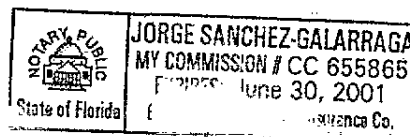
  
\_\_\_\_\_  
MARIA CARMENZA TORRES

STATE OF FLORIDA       )  
                                  )   ss:  
COUNTY OF MIAMI-DADE)

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

SWORN TO AND SUBSCRIBED before me on this 25 day of March, 1999.

  
\_\_\_\_\_  
JORGE SANCHEZ-GALARRAGA  
NOTARY PUBLIC, State of Florida



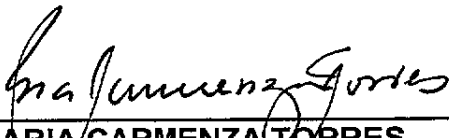
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

**In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:**

**That , desiring to organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation in the City of Miami,  
County of Dade, State of Florida, has named Maria Carmenza Torres located at 1424  
N.W. 82<sup>nd</sup> Avenue, City of Miami, County of Dade, State of Florida, as its registered  
agent to accept service of process within this State.**

**ACKNOWLEDGMENT**

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

  
\_\_\_\_\_  
**MARIA CARMENZA TORRES**  
**Registered Agent**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -5 AM 10:05**