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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFTT CORPORATION OR P.A.

ANTIGUA DISTRIBUTION, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

Antigua Distribution, Inc.

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99 MAY -3 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized is:

Antigua Distribution, Inc.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

1. Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have Outstanding at any one time are: 1000 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible or by labor or services actually performed for the corporation. Promissory notes or future services shall constitute payment or part payment for the issuance of shares.

Prepared by:
Sergio de Quesada
Accountant
14188 SW 139 CT
Miami, FL 33186

(305)251-9113

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All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no Pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist Perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V. - ADDRESS

The initial place of business address of this corporation in the State of Florida is: 14188 SW 139 CT, Miami, FL 33186

The registered office address for this corporation in the State of Florida will be: 14188 SW 139 CT, Miami, FL 33186

Its registered agent: IRASEMA CABANAS

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII - DIRECTORS

This corporation shall have one Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-law, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore, or hereafter been a director or officer of the corporation,

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or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such Person in any Proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLES VIII. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name: IRASEMA CABANAS

Address: 14188 SW 139 CT, Miami, FL 33186

ARTICLE IX. - OFFICERS

The officers of the above named corporation will consist of a president, a vice president, a secretary and a treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The same person may hold any two or more offices.

The names and post office addresses of the officers of the first meeting are, for all positions:

Name: IRASEMA CABANAS

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Address: 14188 SW 139 CT, Miami, FL 33186

ARTICLE X. - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

Name: IRASEMA CABANAS

Address: 14188 SW 139 CT, Miami, FL 33186

ARTICLE XI. - AMENDMENT

These Articles of Incorporation maybe amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 30th. Day of April, 1999

(SEAL)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607-0501 or 617.0501, Florida Statutes, the
Undersigned Corporation, organized under the laws of the State of Florida, submits the

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following statement in designating the registered Office/Registered agent, in the State of Florida.

1. The name of the corporation is: Antigua Distribution, Inc.
2. The name and address of the registered agent and office is:

IRASEMA CABANAS
14188 SW 139 CT.
Miami, FL 33186

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


 Irasema Cabanas

4/30/99
 Date

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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