

99000066071

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Azaro Distributors, Inc

400002941264--6

-07/26/99-01108-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

\_\_\_ LTD Partnership File

\_\_\_ Foreign Corp. File

\_\_\_ L.C. File

\_\_\_ Fictitious Name File

\_\_\_ Trade/Service Mark

\_\_\_ Merger File

\_\_\_ Art. of Amend. File

\_\_\_ RA Resignation

\_\_\_ Dissolution / Withdrawal

\_\_\_ Annual Report / Reinstatement

☒ Cert. Copy

\_\_\_ Photo Copy

\_\_\_ Certificate of Good Standing

\_\_\_ Certificate of Status

\_\_\_ Certificate of Fictitious Name

\_\_\_ Corp Record Search

\_\_\_ Officer Search

\_\_\_ Fictitious Search

\_\_\_ Fictitious Owner Search

\_\_\_ Vehicle Search

\_\_\_ Driving Record

\_\_\_ UCC 1 or 3 File

\_\_\_ UCC 11 Search

\_\_\_ UCC 11 Retrieval

\_\_\_ Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 26 PM 3:52

FILED

99 JUL 26 AM 11:49

RECEIVED

15 JUL 26 1999

FILED

ARTICLES OF INCORPORATION

99 JUL 26 PM 3:52

OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AZARO DISTRIBUTORS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporation for profits.

ARTICLE I

The name of the corporation shall be:

**AZARO DISTRIBUTORS, INC.**

Its business shall be carried on in the County of Dade, State of Florida and in the United States of America and foreign countries.

ARTICLE II

The general nature of the business or businesses to be transacted by the said corporation shall be:

a. To purchase, sell, operate, and carry on in the business of electrical and electronic equipments, home and house appliances also in the importing, exporting, marketing, and otherwise dealing in any and all kinds and types of activities and merchandise in any way connected with or incidental to the above mentioned business.

b. To transact the business of real estate agent, or broker and on behalf of others, to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

c. To purchase and manage houses, home buildings of every kind and character whatsoever.

d. To subdivide, plat or otherwise improve lands, and real estate, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells and canals.

e. To manufacture, buy, sell, trade and generally carry on the business of dealers in new and second hand building materials.

f. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

g. To conduct a general brokerage agency and commission business for others in the purchase, sale, management, improvement, development and construction of land and buildings and the negotiation of loans thereof, to act as trustee in deeds of trust and mortgages on real and personal property or any evidences of value, to secure them and to act as agents for letting houses and lands and the collection of rents and payment of taxes.

h. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in with goods, wares, merchandise and real and personal property or every class and description.

i. To acquire and pay for in cash, stocks or bonds of this corporation or otherwise the good will, rights, assets and property, and for undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

j. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stocks or bonds, securities or evidences of indebtedness or of

created by any other corporation or corporations organized under the laws of this state, country, nation or government, or foreign government, and while the owner thereof, to exercise all the rights, powers and privileges or ownership.

k. To issue bonds, debentures, or obligations of this corporation and to secure the same by mortgage, pledge, deed or trust.

l. To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use could cause any impairments of its capital and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

m. To have one or more offices to carry on all or any of its operations and business and without restrictions, or limit as to the amount, to purchase or otherwise acquire, hold, own mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, districts, territories, or colonies of the United States, or foreign countries.

n. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of, formulas, secret processes, distinctive mark, improvements, processes, trade marks, trade names, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent or issued by any country or authority and to issue, exercise, develop and grant

licenses in respect thereof, or otherwise turn the same to account.

o. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the Act approved June 1, 1925, and the amendments thereof and supplements thereto and to do any and all of the things hereinfore set for the same extent as natural persons might or could do.

p. To purchase, acquire, apply for, secure, hold or own any and all copyrights, trademarks, trade names, and distinctive marks and to license, lease or authorize the use thereof by other persons, firms or corporations, both domestic and foreign.

q. To engage in the carrying of general business or manufacturing and selling electrical and mechanical products, equipment, parts, devices, instruments, specialty products, including research, development, design, maintenance, repair and conversion of electrical and mechanical products, to purchase, lease or otherwise acquire such grounds or buildings as this corporation may need for storage, warehousing, office, factory space, or for any other purposes on its business.

r. To establish, purchase, lease, or otherwise acquire, to own, operate, and maintain and to sell, mortgage, lease, lease as Lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

### **ARTICLE III**

The amount of capital with which the corporation shall begin business shall be One Thousand Dollars (\$1,000.00)

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial post office address and the registered office of this corporation in the State of Florida is:

2890 Virginia Street  
#306  
Miami, FL 33133

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by Laws adopted by the stockholders up to nine directors but shall never have less than one.

ARTICLE VIII

The name and post office address of the first Board of Directors who shall hold office for the first years of the corporation's existence or until their successors are elected and have qualified as follows:

LAZARO CALERO  
2890 Virginia Street - #306  
Miami, FL 33133  
Tel: (305) 443-1227

ARTICLE X

Pursuant to Sections 48.091 and 607.164(1h), Florida Statutes, the initial Registered Office and Registered Agent of this corporation shall be Lazaro Calero, 2890 Virginia Street, #306, Miami, FL 33133.

The Registered Office and Registered Agent may be changed from time to time by filing with the Secretary to State of Florida a certificate designating a new Registered Office and Registered

Agent without the necessity of amending these Articles of Incorporation.

Having been named Resident Agent for AZARO DISTRIBUTORS, INC., I hereby accept to act in this capacity.


IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 21<sup>st</sup> day of July, 1999.

  
LAZARO CALERO

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared LAZARO CALERO to me known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 21 day of July, 1999.

  
MARIA P. ALBUERNE  
Notary Public, State  
of Florida at Large

My Commission Expires:



Maria P. Albuerna  
MY COMMISSION # CC559517 EXPIRES  
June 5, 2000  
BONDED THRU TROY PAUL INSURANCE, INC.

FILED  
99 JUL 26 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA