

Division of Corporations

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Division of Corporations
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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : ARTURO F. HERNANDEZ & ASSOC. P.A.
Account Number : T19980000084
Phone : (305)825-0988
Fax Number : (305)828-8565

FLORIDA PROFIT CORPORATION OR P.A.**J & M MERCHANDISE DISTRIBUTOR, INC.**

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF J. & M. MERCHANDISE DISTRIBUTORS, INC.

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

ARTICLE I. NAME

The name of the Corporation is :

J. & M. MERCHANDISE DISTRIBUTORS, INC.

ARTICLE II. NATURE OF BUSINESS

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

a) To be engaged in the business of IMPORT, EXPORT, SALES AND DISTRIBUTION OF GENERAL MERCHANDISE

b) To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

c) In general, to engage in any business in which a natural person is allow to do and which is not contrary to the Laws of the State of Florida or the United States of America.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is :

50 (Fifty) Shares of Common Stock No Par Value

All the aforementioned stock is to be issued as fully paid for and exempt from assesment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the

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Prepared by
Jose A. Garcia, Jr.
8730 SW 133 Avenue Rd. No. 10-322
Miami, Fla 33183 (Telf. 305-385-9188)

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directors at a meeting called for such purpose.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin is not less than :

\$ 1,000.00 (ONE THOUSAND DOLLARS)

ARTICLE V. TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLES VI. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

The initial post office address of this corporation in the State of Florida is : 8730 S.W. 133 Avenue Rd. No. 10-322
Miami, Florida 33183

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

The name and post office address of the REGISTERED AGENT of the corporation is : Jose A. Garcia Jr.
8730 S.W. 133 Avenue Rd. No. 10-322
Miami, Florida 33183

ARTICLE VII. DIRECTORS

This corporation shall have two director(s) INITIALLY.

The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws, but shall never be less than ONE.

ARTICLE VIII. INITIAL DIRECTORS

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

Jose A. Garcia Jr. residing at 8730 SW 133 Avenue Rd. No. 10-322, Miami, FL
Marie E. Garcia, residing at 8730 SW 133 Avenue Rd. No. 10-322, Miami, FL

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ARTICLES IX. SUBSCRIBERS

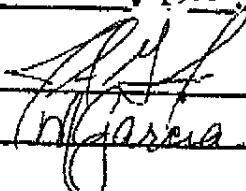
The name and post office address of each subscribers of these Articles of Incorporation are :

Jose A. Garcia, Jr. residing at 8730 SW 133 Avenue Rd. No. 10-322, Miami, FL
 Marie E. Garcia, residing at 8730 SW 133 Avenue Rd. No. 10-322, Miami, FL

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the parties have made and subscribed to these Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, for the uses and purposes aforesaid, this 29 day of July, 1999.



STATE OF FLORIDA)

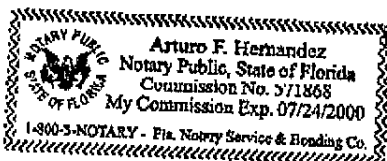
: S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in this State and County named above to take acknowledgments, personally appeared : Jose A. Garcia, Jr. and Marie E. Garcia to me know to be the persons described as subscribers in and who executed these foregoing Articles of Incorporation.

29 WITNESS my hand and seal in the County and State named above, this day of July, 1999.

NOTARY PUBLIC, State of Florida at large.



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

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

FIRST, - That J. & M. MERCHANDISE DISTRIBUTORS, INC.

Desiring to organize under the laws of the State of Florida with its prin-
cipal office as indicated in the Articles of Incorporation at the City of
Miami, County of Dade, State of Florida has named :

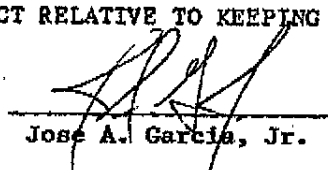
Jose A. Garcia, Jr.

located at 8730 SW 133 Avenue Rd.No. 10-322, Miami, Fla 33183

as its REGISTERED 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.


Jose A. Garcia, Jr.

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