

Charter Number Only

8/24/99  
**PP9000078005**

VALIDATION ONLY

Oficina Madrigal, Inc.  
Requestor's Name

4160 West 16th Avenue #210  
Address

Hialeah FL 33012  
City State ZIP Phone

(805) 822-7475

CORPORATION(S) NAME

300002975553-2  
-09/01/99--01004--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Englewood Distribution, Inc.

EFFECTIVE DATE  
8-26-99

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Only                  |

RECEIVED  
99 SEP -1 AM 9:49  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Empire Toll Free: 1-800-432-3028

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TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HER ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

### ARTICLE I.-NAME-

EFFECTIVE DATE  
8-26-99

THE NAME OF THIS CORPORATION IS : ENGLEWOOD DISTRIBUTION, INC

### ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

### ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF DISTRIBUTION OF MERCHANDISE, AND OTHERS SELL, RENT, LEASE CONVEY OR OTHERWISE ACQUIRE OR DISPOOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTE, BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALLAND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

**ARTICLES IV. -CAPITAL STOCK-**

THIS CORPORATION IS AUTHORIZED TO ISSUE **ONE THOUSAND (1,000)** SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

**ARTICLES V. -PREEMPTIVE RIGHTS-**

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRORATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLES VI. -INITIAL REGISTERED OFFICE & AGENT-**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: **4883 NW 97TH PLACE MIAMI, FLORIDA 33178** AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: **JORGE L HUGUET**

**ARTICLES VII. - INCORPORATION-**

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

**JORGE L HUGUET  
4883 NW 97TH PLACE  
MIAMI, FLORIDA 33178**

**ARTICLE VIII. -BYLAWS-**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS

**ARTICLE IX. -RESTRICTIONS ON TRANSFERS OF STOCK-**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND THE AMOUNTS SET OPPOSITE HER NAMES:

**JORGE L HUGUET, PRESIDENT**

**-----100% SHARES**

SHARES HELD BY INITIAL SHAREHOLDERS, 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 AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

**ARTICLES X. -CALLING OF SPECIAL MEETINGS-**

SPECIAL MEETING OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

**ARTICLES XI. -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

**ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKE AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE XIV. -POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV. -MEETINGS BY TELEPHONE CONFERENCE-**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI. -ACTION BY SHAREHOLDERS WITHOUT A MEETING-**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII. -DIVIDENDS-**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII. -INDEMNIFICATION-**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX. -AMENDMENT-**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX. -NOTICE-**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OF HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 4883 NW 97TH PLACE MIAMI, FLORIDA 33178.

**ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS-**

THIS CORPORATION SHALL HAVE 1 DIRECTOR, HIS NAME AND ADDRESS IS AS FOLLOWS:

JORGE L HUGUET  
4883 NW 97TH PLACE  
MIAMI, FLORIDA 33178

**ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS-**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: **4883 NW 97TH PLACE, MIAMI, FLORIDA 33178.**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE TO THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS **26TH** DAY OF **AUGUST, 1999.**

  
\_\_\_\_\_  
**JORGE L HUGUET, PRESIDENT**

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT        **ENGLEWOOD DISTRIBUTION, INC**  
NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA HAS NAMED **JORGE L HUGUET** LOCATED AT **4883 NW 97TH PLACE, MIAMI, FLORIDA 33178** ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE

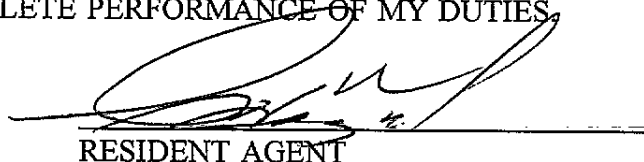
  
CORPORATE OFFICER

TITLE        PRESIDENT

DATE        08/26/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
RESIDENT AGENT

DATE        08/26/99

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA