

TRANSMITTAL LETTER

P99000083592

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

8000002988438--6
-09/16/99--01017--012
*****78.75 *****78.75

SUBJECT: ²⁰⁰⁰ LA SIMEX ²⁰⁰⁰ inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: FRANÇOIS PARDIEU

Name (Printed or typed)

4303 FAWN CR

Address

TAMPA, FL 33610

City, State & Zip

813 232-6233

Daytime Telephone number

FILED
1999 SEP 16 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Oct 9/22

François Pardieu
Lasimex 2000, Inc.
4303 Fawn Circle
Tampa, Fl 33610
Fax: (813) 623-1035

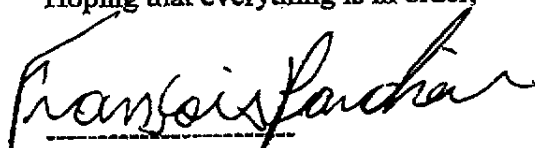
Re: Article of Incorporation

Att.: Angy
Phone # (850) 487 - 6925
Fax: (850) 487-6804

As per our conversation on the telephone on September 21, 1999, the new name that we would record our corporation is:

Lasimex 2000, Inc.

Hoping that everything is in order,



François Pardieu

FILED
1999 SEP 16 AM 8 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF Lasimex 2000, Inc.

The undersigned, for the purpose of forming a Corporation under the General Business Corporation Act of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is Lasimex 2000, Inc. and its address for business is: 4303 Fawn Circle, Tampa FL 33610.

ARTICLE II. Purpose in commerce,

This corporation is organized and formed to engage mainly in commercial transactions, in business of interest to the Haitian communities, and more generally, to engage in any lawful act or activity for which corporations may be organized under the General Business Corporation Act of the State of Florida.

ARTICLE III. Registered Agent and Office

The address of the corporation's initial registered office in the state of Florida is: 4303 Fawn Circle Tampa Fl 33610. The name of its initial registered agent at such address is: **François Pardieu**.

ARTICLE IV. Stock

The aggregate number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares, each of which shall have no par value, and all of which shall be of one classification.

ARTICLE V. Transfer of Stock

Shares held by shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation.

The price and terms of said offer must be put in writing and be the same for the shareholder as for the other persons.

The shareholders will have thirty days to accept or reject each offer as the price and conditions change.

Shares not taken by shareholders within thirty day after the written offer, can be then sold to other persons.

ARTICLE VI. Dividend

Dividends will be entirely distributed each year.

ARTICLE VII. Grant of Preemptive Rights

The preemptive rights of shareholders to acquire additional shares of capital stock of the corporation are as follow: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including but not limited to, shares which are subsequently authorized mid issued and shares which are acquired and reissued by the corporation.

ARTICLE VIII. *Perpetual Duration*

The duration of the corporation is perpetual, commencing on the date of execution and acknowledgment of these articles.

ARTICLE IX.- *Close Corporation, Election of Board.*

This corporation elects to be a close corporation and as such, an absolute majority of the shareholders shall elect the board of directors.

ARTICLE X. *Consent Resolution*

Shareholders, directors and officers of this corporation may participate in special or regular meetings by means of teleconference as provided by law.

The consequent resolution(s) of such meetings shall be adopted as <<Consent Resolution>>, once signed by all the Shareholders or all the directors or all the officers according, to the type of meeting and as required by these articles of incorporation.

ARTICLE XI. *Bylaw Amendments*

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws. An absolute majority vote of 51 is necessary for the amendment(s) to be adopted.

ARTICLE XII. *Articles of Incorporation Amendments*

The shareholders may repeal or amend the articles of incorporation of the corporation and may adopt new or additional articles as provided in the Florida General Business Corporation Act.

A majority vote of 67 % of the shareholders is necessary to repeal, amend and adopt new articles.

ARTICLE XIII. *Cumulative Voting for Directors*

There shall be no cumulative voting for directors.

ARTICLE XIV. *Quorum*

Quorum for a shareholders meeting shall consist of 75% of shareholders. Voting by proxy shall be accepted.

If a quorum of 75% cannot be achieved a new meeting shall be called after 15 days. At which meeting quorum shall consist of 40% of shareholders + 1.

ARTICLE. XV *Board Vacancies*

Any vacancy of the board of directors may be filled by the affirmative vote of a majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected by the shareholders and qualified.

ARTICLE XVI *Indemnification*

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who any person who is made, or threatened to be made, a party to any action, suit or proceeding whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the

corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves as the request of the corporation as a director, officer, employee .. or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs., administrators, personal representatives., successor and assigns. Indemnification specifically provided by the Oz General Business Corporation Act shall not be deemed exclusive of any other rights to which such bylaw, agreement, vote of shareholders director, officer, employee or agents may be in entitle under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent Counsel.

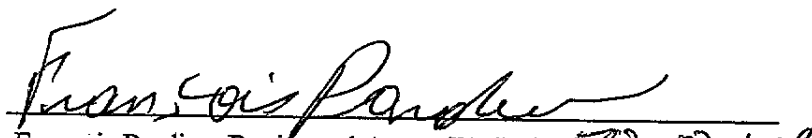
ARTICLE XVII. No Personal Liability

No director of the corporation shall be personally liable to the corporation or to shareholders for monetary damages, for conduct as a director, except that this provision shall not apply to : (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these- Articles of Incorporation are filed with the Secretary of State.

ARTICLE XVIII. Corporation Purchase of Its Own Shares

The corporation shall have the right to purchase directly or indirectly, with the approval of a majority of the shareholders, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

In **WITNESS WHEREOF**, the undersigned has executed-these Articles of Incorporation this 4th day of May 1999.


François Pardieu, Registered Agent (ID.# : SS 592-03-1659)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared François Pardieu known to me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Lasimex 2000, Inc. and he acknowledged that he executed the same.

In **WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the county and state aforesaid, this 4th day of 1999.

MANITE CHARLES
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires April 12, 2001
Comm. No. CC 634519

Lasimex 2000, Inc.
Shareholders Meeting to Elect its Board of Directors.
MAY 4th, 1999

Lasimex 2000, Inc.

The undersigned, being all the shareholders of A meeting this day, at twenty hours, in a local in the city of Tampa, Florida, in order to:

- 1 - decide the number of directors to serve on its board.
- 2- decide the duration of the directors mandate,
- 3- elect its Directors,


After discussion, the following resolutions are adopted:


- 1- RESOLVED, that the Board shall be of three persons
- 2- RESOLVED, that the duration of the directors' mandate shall be of three consecutive years,
- 3- RESOLVED, that the following persons are elected directors until their successors shall be duly appointed and shall qualify:

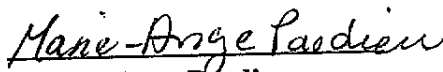
Name


- 1- Gary S. DANIEL
- 2- Marie-Ange PARDIEU
- 3- François PARDIEU

At twenty hours and forty minutes, after the last vote, the meeting is adjourned.


Gary S. Daniel
708 Kingswood Lp
Brandon, Fl 33511


François Pardieu
4303 Fawn Circle
Tampa, Fl 33610


Marie-Ange Pardieu
4303 Fawn Circle
Tampa, Fl 33610


Michelle Daniel
708 Kingswood Lp
Brandon, Fl 33511

Being all the shareholders of the corporation.

ACCEPTANCE OF REGISTERED AGENT

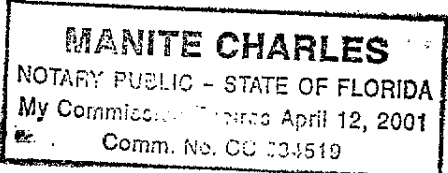
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE III OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES. DATED THIS 4th DAY OF MAY 1999,

François Pardieu, Registered Agent. ID#: SS 512-03-659

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared François Pardieu known to me to be the person who executed the foregoing Acceptance of Registered Agent of La SIMEX, Inc. and he acknowledged that he executed the same.

USA-

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and State aforesaid, this 4th day of MAY 1999.



FILED
1999 SEP 16 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA