



P99000094836

P. SOLANO & ASSOCIATES  
GENERAL ACCOUNTING & TAX SERVICE

P.O. Box 574842 • Orlando, Florida 32857-4842 • (407) 381-4432

October 25, 1999

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

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-09/13/99--01092--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Invicta Distribution, Inc.  
Ref. Number: W99000021563

We apologize for overlooking the P.O. Box address on the registered agent for of the Articles of Incorporation. You will find the correct registered agent form attached to the back of the Articles of Incorporation. Thank-you for your understanding. If there are any questions, please do not hesitate to call.

Regards,

Christopher L. Kozlowski  
Vice President, Director of Public Relations

FILED  
1999 SEP 13 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell OCT 27 1999

W49000021563



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

**COPY**

September 20, 1999

P.SOLANO & ASSOCIATES  
P.O. BOX 574842  
ORLANDO, FL 32857-4842

SUBJECT: INVICTA DISTRIBUTION, INC.  
Ref. Number: W99000021563

We have received your document for INVICTA DISTRIBUTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell  
Document Specialist

Letter Number: 599A00045970

FILED

1999 SEP 13 PM 3: 37

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

INVICTA DISTRIBUTION, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida general Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: INVICTA DISTRIBUTION, INC.  
The principal place of business of this corporation shall be: 672 N. SEMORAN BLVD. STE.201  
ORLANDO, FLORIDA 32801

**ARTICLE II NATURE OF BUSINESS**

The corporation may engage in or transact any of or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 Par. All one thousand shares are owned by Gloria United S/A.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:  
ROBERTO A. PINHEIRO DIR/PRES P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842  
ROBERTO A. PINHEIRO DIR/V.P P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842  
ROBERTO A. PINHEIRO DIR/TRES. P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842  
ROBERTO A. PINHEIRO DIR/SEC. P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842

## ARTICLE VI INCORPORATOR(S)

The names and street addresses of the Incorporator(S) to these articles of incorporation are:

ROBERTO A. PINHEIRO DIR/PRES P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842

ROBERTO A. PINHEIRO DIR/V.P P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842

ROBERTO A. PINHEIRO DIR/TRES. P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842

ROBERTO A. PINHEIRO DIR/SEC. P.O. BOX 574842 ORLANDO, FLORIDA 32857-4842

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these articles of Incorporation this 7 day of Sept/99

Signature(s) of Incorporator(s)

Roberto A. Pinheiro

STATE OF FLORIDA  
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged and sworn before me this 7  
Of September, by ROBERTO A. PINHEIRO P.O. BOX 574842 ORLANDO, FLORIDA  
32857-4842 Incorporator of INVICTA DISTRIBUTION, INC, the newly formed corporation.

Notary Public



Chris Kozlowski  
MY COMMISSION # CC848689 EXPIRES  
June 22, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

MINUTES OF SPECIAL MEETING  
OF INVICTA DISTRIBUTION, INC.

Special Meeting of the Board of Directors of INVICTA DISTRIBUTION, INC.  
was duly held on August 4, 1999 at 9:45am. All of the shareholders of the corporation were present and signed the Waiver of Notice, which is on file herewith. On motion duly made and seconded it was voted: That the new officers of the corporation beginning as of the above date will be as follows:

President and Chairman of the Board, ROBERTO A. PINHEIRO P.O. BOX 574842  
ORLANDO, FLORIDA 32857

Vice President, ROBERTO A. PINHEIRO P.O. BOX 574842 ORLANDO, FLORIDA 32857

Secretary, ROBERTO A. PINHEIRO P.O. BOX 574842 ORLANDO, FLORIDA 32857

Treasurer, ROBERTO A. PINHEIRO P.O. BOX 574842 ORLANDO, FLORIDA 32857

There being no further business to come before the meeting at this time, it was voted to adjourn.

ATTEST: Roberto A. Pinheiro  
President-Chairman of the Board

Roberto A. Pinheiro  
Secretary

State of Florida:  
County of Orange:

Sworn and attested before me notary public State of Florida at Large, this 7  
Of September, AD

Notary Public



Chris Kozlowski  
MY COMMISSION # CC846689 EXPIRES  
June 22, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

1999 SEP 13 PM 3: 37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: INVICTA DISTRIBUTION, INC.

The name and address of the registered agent in office is: ROBERTO A. PINHEIRO  
7810 KINGSPONTE PARKWAY  
ORLANDO, FLORIDA 32819

Signature

*Roberto A. Pinheiro*  
President

August 4, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*Roberto A. Pinheiro*  
August 4, 1999