

Division of Corporations

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**Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**SENZATEMPO EAST, INC.**

Certificate of Status	1
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 15, 2000

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SUBJECT: SENZATEMPO EAST, INC.  
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**ARTICLES OF INCORPORATION**

**OF**

**SENZATEMPO EAST, INC.**

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is:

**SENZATEMPO EAST, INC.**

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**ARTICLE II**

**NATURE OF BUSINESS**

The general purposes for which the Corporation is organized are the following:

- A. Watch sales and repairs to retail and wholesale customers.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation shall consist of One Hundred Shares (100) of common stock with a value of 1.00 par value per share.

ARTICLE IV

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 already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 521 Lincoln Road Booth 14 Miami Beach, Florida 33139, or such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE VIII

REGISTERED AGENT

The Registered Agent of this Corporation shall be Matthew Bain, whose mailing address is 1655 Meridian Avenue Miami Beach, Florida 33139.

ARTICLE IX

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE X

DIRECTORS

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

NAME

ADDRESS

Manoj Dewan

10130 SW 154<sup>th</sup> Circle Ct.  
Miami, FL 33196

Matthew Bain

1655 Meridian Avenue  
Miami Beach, FL 33139

Massimo Barracca

1655 Meridian Avenue  
Miami Beach, FL 33139

ARTICLE XI

SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

NAME

ADDRESS

SHARES

Manoj Dewan

10130 SW 154<sup>th</sup> Circle Ct.  
Miami, FL 33196

33 1/3

Matthew Bain

1655 Meridian Avenue  
Miami Beach, FL 33139

33 1/3

Massimo Barracca

1655 Meridian Avenue  
Miami Beach, FL 33139

33 1/3

ARTICLE XII

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

#### ARTICLE XIII

#### AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

#### ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of


the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.


WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 100 shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.


WHEREAS, it is further deemed advisable that the subscription, sale and issue of such shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issued thereunder.



IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

  
 \_\_\_\_\_  
 Manoj Dewan


  
 \_\_\_\_\_  
 Matthew Bain


  
 \_\_\_\_\_  
 Massimo Barracca

STATE OF FLORIDA     )  
                                   )  
 COUNTY OF MIAMI-DADE)     ss:

BEFORE ME, the undersigned authority, this day personally appeared the above within named Manoj Dewan, Matthew Bain and Massimo Barracca, known by me to be the persons who executed the foregoing Articles of Incorporation of SENZATEMPO EAST, INC., who acknowledged before me, according to Law, that they made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 11<sup>th</sup> day of February, 2000.

  
 \_\_\_\_\_  
 Notary Public, State of Florida  
 My Commission Expires:

 Michael S Tobin  
 My Commission CC766547  
 Expires September 27, 2002

**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 SENZATEMPO EAST, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at *521 Lincoln Road Booth #14 Miami Beach, FL 33139* City of Miami Beach, County of Miami-Dade, has named Matthew Bain, located at 1655 Meridian Avenue, Miami Beach, FL 33139, City of Miami Beach, County of Miami-Dade, as its agent to accept service of process within the State of Florida.

**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.

SENZATEMPO EAST, INC., a Florida Corporation

BY: *MB*  
Matthew Bain  
Registered Agent

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