

Charter Number Only

12/29/00

Frank Quintero, JR., P.A.

Requestor's Name

815 Ponce de Leon Blvd.

Address

Coal Gables, FL 33134

City

State

ZIP

Phone

305-446-0303

VALUATION ONLY

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-12/29/00--01017--004
*****78.75 *****78.75

CORPORATION(S) NAME

EMPRESS ENTERPRISES, INC.

FILED
00 DEC 29 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 DEC 29 AM 9:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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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 If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment

12/29

Certified Copy

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
EMPRESS ENTERPRISES, INC.**

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00 DEC 29 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

I.

The name of the corporation shall be

EMPRESS ENTERPRISES, INC.

II.

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the sale of products including but not limited to, wellness and education products, through the internet and through consumer to consumer direct sales and network marketing systems, and to do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freedhold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make , accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by

mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein about specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$5.00 par value.

IV.

The amount of capital with which this corporation shall begin business shall be \$500.00.

V.

The existence of this corporation shall be perpetual.

VI.

The initial office of this corporation shall be located at:

6930 S.W. 55th Terrace East
Miami, Florida 33155

VII.

The Board of Directors of this corporation shall consist of not less than three (3) and not more than ten (10) members.

VIII.

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of FIVE HUNDRED AND 00/100 (\$500.00) DOLLARS, the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Zulima Marin	6930 S.W. 55 th Terrace Miami, Florida 33155	50	\$250.00
Carlos M. Marin, Sr.	6930 S.W. 55 th Terrace Miami, Florida 33155	50	\$250.00
Frank Quintero Jr.	815 Ponce De Leon Blvd. Coral Gables, Florida 33136	0	0

IX.

The registered agent and the registered office for this corporation are:

FRANK QUINTERO, JR., P.A.
815 Ponce de Leon Boulevard
Coral Gables, Florida 33134

The name and address of the incorporator of these Articles of
Incorporation is

ZULIMA MARIN
6930 S.W. 55th Terrace East
Miami, Florida 33155

XI.

The officers of the corporation until the first meeting of the corporation
Board of Directors, or until successors are elected, shall be:

PRESIDENT/SECRETARY/DIRECTOR	ZULIMA MARIN
VICE PRESIDENT/TREASURE/DIRECTOR	CARLOS M. MARIN, SR.

XII.

This corporation shall be initially governed by the stockholders,
notwithstanding other provisions of these Articles of Incorporation. At the discretion
of the initial sole stockholder or the successor of all shares of the stockholder, or
when there are two or more stockholders owning stock in the corporation, at a

meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURE, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this th26 day of December, 2000.

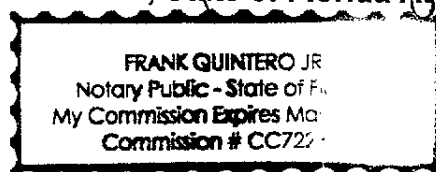
Zulima Marin
ZULIMA MARIN

BEFORE ME, personally appeared, ZULIMA MARIN, who is ✓
personally known to me, or who produced as
identification.

SWORN AND SUBSCRIBED TO before me in Miami, Dade County,
Florida, this 26th day of December, 2000.

Frank Quintero Jr
NOTARY PUBLIC, State of Florida At Large

My Commission Expires:



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

In compliance with Chapter 607.034 Florida Statutes, the following is submitted:

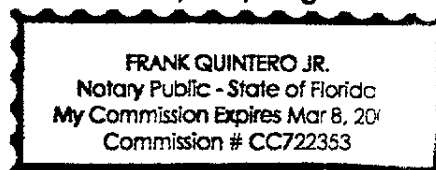
FIRST, **EMPRESS ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **FRANK QUINTERO, JR., P.A.**, located at **815 Ponce de Leon Boulevard, Coral Gables, Florida**, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I have hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



FRANK QUINTERO, JR., Registered Agent



STATE OF FLORIDA:

: ss:

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, ZULIMA MARIN, who being first duly sworn by me, under oath, deposes and says:

1. I am ZULIMA MARIN, OF EMPRESS ENTERPRISES, INC., to do business at 6930 S.W. 55th Terrace East, Miami, Florida 33155.

FURTHER AFFIANT SAYETH NAUGHT.


Zulima Marin

BEFORE ME, personally appeared, Zulima Marin, who is ☒ personally known to me, or ☐ who produced _____ as identification.

SWORN TO AND SUBSCRIBED before me this ____ day of December, 2000.


NOTARY PUBLIC, State of Florida At Large

My Commission Expires:

FRANK QUINTERO JR.
Notary Public - State of Florida
My Commission Expires Mar 8, 2002
Commission # CC722353

Prepared By: Frank Quintero, Jr., P.A.
815 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Tel: (305) 446-0303
Florida Bar No. 399167

RESOLUTION OF THE BOARD OF DIRECTORS OF
EMPRESS ENTERPRISES, INC.
A FLORIDA CORPORATION

The undersigned, being and constituting all of the Directors of, EMPRESS ENTERPRISES, INC., a Florida Corporation, organized under the laws of the State of Florida hereby unanimously agree and certify as follows:

1. That the above stated corporation is duly organized and existing under the laws of the State of Florida.
2. That the following persons are elected to the offices set forth opposite their respective names below, each to serve until the next annual meeting of directors or until his or her successor has been elected or qualified.

NAME:

ZULIMA MARIN
CARLOS M. MARIN, SR.

President/Secretary/Director
Vice-President/Treasurer/Director

3. That all fees due to the Department of State are paid and current through the year 2000.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the ____ of December, 2000.

EMPRESS ENTERPRISES, INC.
A Florida Corporation

BY:

Zulima Marin
ZULIMA MARIN
President

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00 DEC 29 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA