

P96000006770

OFFICE USE ONLY (Document #)

MARTA DAQUES B.A.

(Requester's Name)

930 EAST 16th PLACE

(Address)

HIALEAH, FL. 33010

(City, State, Zip)

305-887-2691

(Phone #)

000001677560  
-01/03/96--01125--020  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ART'S PLACE, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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W916-618

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CORPORATIONS  
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Examiner's Initials CA

1/23/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

96 JAN 23 AM 10:22

January 9, 1996

MARTA BAQUES P.A.  
930 EAST 16TH PLACE  
HIALEAH, FL 33010

SUBJECT: ART'S PLACE, INC.  
Ref. Number: W9600000618

We have received your document for ART'S PLACE, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 596A00000953

OFFICE USE ONLY (Document #)

MARTA BAQUES D.A.

(Requestor's Name)

930 EAST 16th PLACE

(Address)

HIALEAH, FL. 33010 305-887-2691

(City, State, Zip)

(Phone #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 23 AM 10:22

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Lily's Art Place, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time    \_\_\_\_\_  
 Mail out     Will wait     Photocopy     Certified Copy  
 Certificate of Status

See ATTACH.

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
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OTHER FILINGS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 23 11:10:22

ARTICLES OF INCORPORATION

OF

LILY'S ART PLACE, INC.

WE, the undersigned, heroby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

LILY'S ART PLACE, INC.

(hereinafter referred to as the corporation.) Its Registered and principal office shall be:  
located at 6741 S.W. 24 St. Unit 18 Miami, Fl 33155

         in the County of Dade. Its Registered Agent shall be MARTIN ALVAREZ, located at 8039 Lake Drive # 201 Miami, Fl 33166 County of Dade, State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To carry on business in the United States or any foreign -- country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and

agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or--- trust, or otherwise.

e. To purchase, hold and reissue the shares of its - - - capital stock; and to subscribe to purchase, or otherwise - acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the -- -- -- accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear -- conducive or expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby ---

included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or -- otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. none

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ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a one hundred (100) shares of \$1.00 par value. For incorporation purposes, each share will have a nominal value set at - -  
-one dollar ( \$1.00 ),  
per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin --  
business shall be not less than one hundred dollars (\$100.00)

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one  
( 1 ) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who, -  
subject to the provisions of these Articles of Incorporation, the By-Laws  
and the Act of the Legislature approved June 1, 1925, and the acts amend-  
atory thereto, shall hold <sup>office</sup> for the first year of the corporation's---  
existence, or until their successors are elected and shall have qualified,  
are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT SEC/TREAS.	MARTIN ALVAREZ	8039 LAKE DR. #201 MIAMI, FL 33166

ARTICLE VIII

SUBSCRIBERS

The names and the addresses of each subscriber to these Articles  
of Incorporation and the number of shares which each agrees to take are  
as follows:

<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARTIN ALVAREZ PRES/SEC-TREAS.	8039 LAKE DR. #201 MIAMI, FL 33166	100



ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs- of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS, WHEREOF, the undersigned have made and signed these Articles of Incorporation at \_\_\_\_\_, Dade County, Florida, for the uses and purposes aforesaid.

Witnesses

\_\_\_\_\_  
\_\_\_\_\_

x Martin Alvarez CO  
\_\_\_\_\_  
\_\_\_\_\_  
President  
Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR 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 LILY'S ART PLACE, INC desiring to organize under the Laws of the State of FLORIDA, with its principal office, as indicated in the articles of Incorporation at 6741 sw. 24 Street UNIT 18 Miami, Fl 33155 County of DADE State of Florida, has named: MARTIN ALVAREZ

located at 6741 S.W. 24 St. Unit 18 MIAMI, FL 33155

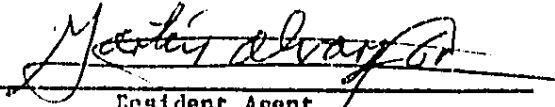
City of MIAMI (Street address and number of building)  
County of DADE

State of FLORIDA, as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT.- Must be signed by designated agent.-

Having been named to accept service of process for the above-  
stated Corporation, at place designated in this certificate, I hereby  
am familiar with and accept the duties and responsibilities as registered  
agent for said corporation.

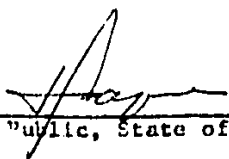
By:

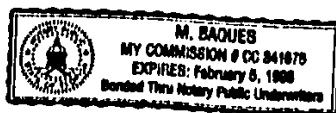
  
Resident Agent

I HEREBY CERTIFY that on this 28 day of DECEMBER  
1995, before me personally appeared MARTIN ALVAREZ  
and \_\_\_\_\_, President and Secretary-Treasurer  
respectively, to me well known to be the persons described as subscribers  
in and who executed the foregoing ARTICLES OF INCORPORATION and  
acknowledged before me that they subscribed to those Articles of Incor-  
poration.

IN WITNESS WHEREOF, I have hereunto set my official seal  
and hand at HIALEAH, Dade County, this 28 day of DECEMBER  
1995 A. D.

My Commission expires:

  
Notary Public, State of Florida



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 23 AM 10:22

P96000006770

Keeps Out Studio  
6741 SW 24th  
Miami, FL 33155

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

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NEW FILINGS	
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<input type="checkbox"/>	Merger

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OTHER FILINGS	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

June 12, 1996

LILY'S ART STUDIO  
6741 S.W. 24TH STREET  
UNIT 18  
MIAMI, FL 33155

SUBJECT: LILY'S ART PLACE, INC.  
Ref. Number: P96000006770

We have received your document for LILY'S ART PLACE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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 (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 096A00029305

RECEIVED  
96 AUG - 1 AM 12: 29  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED  
96 AUG -1 AM 9:53

LILY'S ART PLACE, INC.

A FLORIDA CORPORATION

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI -

BOARD OF DIRECTORS

THE CORPORATION IS HEREBY INCREASING BY ONE OF THE DIRECTORS OF THE CORPORATION, BRINGING THE TOTAL OF DIRECTORS TO TWO (2). THE NAME AND ADDRESS OF THE DIRECTOR ARE THE SAME AS FOR THE REGISTERED AGENT AND THE NEW SECOND DIRECTOR IS LILIA B. LEON, WHOSE ADDRESS IS 320 SW 66 AV MIAMI FL 33144.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

MARTIN A. ALVAREZ AS SOLE STOCKHOLDER IS WILLING TO SELL TO LILIA B. LEON, OF 320 SW 66 AVENUE, MIAMI, FL 33144, 50% OF HIS INTEREST IN THE CORPORATION. REVIEWING THE CORPORATE BOOK WE FIND THAT 500 SHARES HAVE BEEN ISSUED AT A PAR OF \$1.00 DOLLAR EACH. LILIA B. LEON HAS AGREED TO PAY MARTIN A. ALVAREZ THE SUM OF \$250.00 DOLLARS FOR 50% PARTICIPATION IN THE CORPORATION, EQUIVALENT TO 250 SHARES (SEE ATTACHMENT "A")

THIRD: The date of each amendment's adoption: JUNE 3, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3rd of JUNE, 19 96

Signature *Martin Alvarez*  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARTIN A. ALVAREZ  
Typed or printed name

DIRECTOR & REGISTERED AGENT / President  
Title

I HEREBY AM FAMILIAR WITH THE ASSETS, THE DUTY AND RESPONSIBILITY AS REGISTERED AGENT FOR SUCH CORPORATION  
*Martin Alvarez* 7/25/96

ATTACHMENT "A"

THE ABOVE TRANSACTION WILL BE CONDUCTED BETWEEN THE PARTIES WITH DUE DILIGENCE AS SOON AS A CORPORATE ACCOUNT IS OBTAINED.