

**9900019641**

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LAMARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002792058

-03/02/99-01046-009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. ESPAÑA BODYSHOP, INC.  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_  
 (Corporation Name) (Document #)

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time 1:00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

99 MAR -2 PM 2:49  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

**FILED**

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

RECEIVED  
 99 MAR -2 AM 11:16  
 DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**ESPANA BODYSHOP, INC.**

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

**Name**

The name of the corporation is **ESPANA BODYSHOP, INC.**

Article II

**Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

**Capital Stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article V

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is **1779 W. Flagler Street, Miami, Florida 33135** and the name of the initial registered agent of this corporation at that address is **Juan Gonzalez**.

The mailing address of this corporation is:

1779 W. Flagler Street, Miami, Florida 33135

Article VI

**Directors**

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

(b) Initial Director. The name and street address of the initial director of the corporation is:

Name	Street Address
<b>JUAN GONZALEZ</b>	<u><b>1779 W. Flagler Street</b></u> <u><b>Miami, Florida 33135</b></u>

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

**Incorporator**


The name and address of the Incorporator is **Juan Gonzalez, 1779 W. Flagler Street, Miami, Florida 33135.**

Article IX

**Amendment**

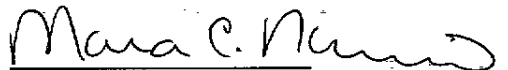
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders in subject to this reservation.


**IN WITNESS WHEREOF**, the Incorporator has executed these Articles this 1 day of March, 1999

  
**JUAN GONZALEZ**

STATE OF FLORIDA )  
  )  
COUNTY OF DADE )

The following instrument was acknowledged before me this 1 day of March, 1999 by Juan Gonzalez, who is personally known to me        or produced Fla. Drivers as identification.  
license

  
Print name Maria C. Narino

 Maria C Narino  
My Commission CC533495  
Expires March 13, 2000

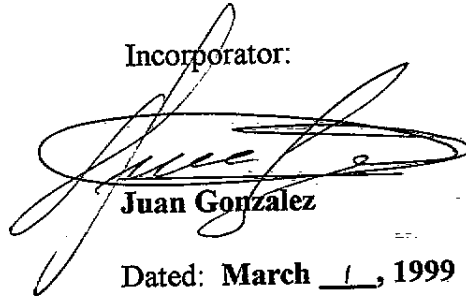
Notary Public, State of Florida  
My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted.

**ESPANA BODYSHOP, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1779 W. Flagler Street, Miami, Florida 33135 has named **Juan Gonzalez** as its agent to accept service of process within Florida.

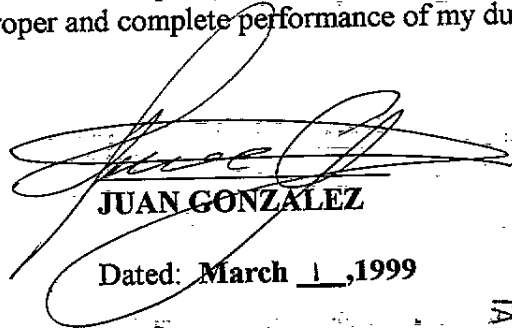
Incorporator:



**Juan Gonzalez**

Dated: March 1, 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.



**JUAN GONZALEZ**

Dated: March 1, 1999

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FILED**