

Charter Number Only

VALIDATION ONLY


2/1/00

Sergio Pentes
Requestor's Name
780 NW LeJeune Rd #427
Address
Miami, FL 33126
City State ZIP Phone
448-1362

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 **Empire Toll Free: 1-800-432-3028**

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

Name
Availability
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Examiner
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Acknowledgment
W.P. Verifier

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22 JAN 1972

100-443887-100

12/22/00

ARTICLE OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

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FRENCH ANTIQUES IMPORTS, CORP.

WE, THE UNDERSIGNED, HEREBY ASSOCIATED TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUS OF THE STATE OF FLORIDA, PROVIDING FOR FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE **FRENCH ANTIQUES IMPORTS, CORP.** ITS BUSINESS SHALL BE CARRIED AT MIAMI, FLORIDA, AND AT SUCH OTHER POINTS OR PLACES IN THE STATE OF FLORIDA AND IN THE UNITED STATES AND FOREIGN COUNTRIES AS MAY, FROM TIME TO TIME, BE AUTHORIZED BY THE BOARD OF DIRECTORS. ITS PRINCIPAL OFFICE SHALL BE AT 95 NE 40TH STREET MIAMI, FLORIDA 33137.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS AS FOLLOWS:

SECTION I: THAT OF IMPORT AND EXPORT OF ANTIQUE ITEMS.

SECTION II: THAT OF PURCHASING, LEASING, RENTING, SELLING HOLDING AND OTHERWISE ACQUIRING AND DISPOSING OF REAL ESTATE AND PERSONAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE, AND CHOOSES IN ACTION EITHER AS OWNER, BROKER AGENT OR FACTOR.

SECTION III: IN THE PURCHASE OR ACQUISITION OF PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OF AFFAIRS, AND WITHOUT LIMIT AS TO AMOUNT, TO INCUR DEBTS, AND TO RAISE, BORROW AND SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITION OF BONDS, WARRANTS, DEBENTURES, OBLIGATIONS, NEGOTIABLE AND TRANSFERABLE INSTRUMENTS AND EVIDENCE OF INDEBTEDNESS OF ALL KINDS, WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST, OR OTHERWISE.

SECTION IV: THIS CORPORATION SHALL HAVE ALL THE GENERAL POWERS, TOGETHER WITH ALL THE ADDITIONAL AND SPECIFIC POWERS GRANTED BY THE LAWS OF THE STATE OF FLORIDA, AS WELL AS ALL IMPLIED POWERS IN CARRYING OUT THE FOREGOING EXPRESSED POWERS.

SECTION V: THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, BUT NO RECITATION, EXPRESSION OR DECLARATION OR SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE, BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHERS LAWFUL POWERS PERMITTED TO CORPORATIONS FOR PROFIT ARE HEREBY INCLUDED.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 500 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN (\$ 500.00) FIVE HUNDRED DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN MIAMI, FLORIDA, AND IT MAY HAVE SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND OUTSIDE THE STATE OF FLORIDA AND IN FOREIGN COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) DIRECTOR, THE EXACT NUMBER OF DIRECTORS TO BE FIXED BY THE BY-LAWS OF THIS CORPORATION.

ARTICLE VIII

THE NAME AND ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL ORGANIZATION MEETING OF THIS CORPORATION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED **YVES GADEMER** AT 808 BRICKELL KEY DRIVE, MIAMI, FLORIDA 33131.

THE OFFICES TO BE HELD BY THE ABOVE NAMED DIRECTOR IS AS FOLLOWS:

YVES GADEMER - PRESIDENT

ARTICLE IX

THE NAME AND ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, AND A STATEMENT OF THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO.SHARES</u>	<u>VALUE</u>
YVES GADEMER	808 BRICKELL KEY DRIVE # 1201	500	1.00
	MIAMI, FLORIDA 33131		

ARTICLE X

THE PROVISION OF THIS CHARTER, AND EACH AND EVERY ARTICLE AND SECTION HEREOF, AND THE BY-LAWS OF THIS CORPORATION SHALL BE CONSIDERED A PART OF EVERY CONTRACT AND TRANSACTION TO WHICH THIS CORPORATION SHALL BE A PARTY. EVERY PERSON, ASSOCIATION AND/OR CORPORATION DEALING WITH THIS CORPORATION IN HEREBY CHARGED WITH NOTICE AND KNOWLEDGE OF THIS CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 20th DAY OF
December A.D. 2000.

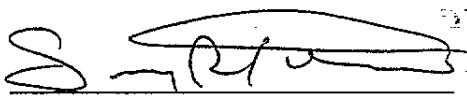

YVES GADEMER

STATE OF FLORIDA

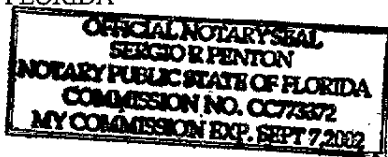
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED YVES GADEMER WHO HAS
PRESENTED a driver License AS IDENTIFICATION AND WHO DID NOT TAKE AN
OATH, WHO EXECUTED AND SUBSCRIBED TO THE FOREGOING ARTICLES OF INCORPORATION AND
WHO ACKNOWLEDGE, BEFORE ME, THAT HE EXECUTED THE SAME AND SUBSCRIBED TO THE SAME
FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT MIAMI, FLORIDA SAID STATE
AND COUNTY, THIS 20th DAY OF December 2000.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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:

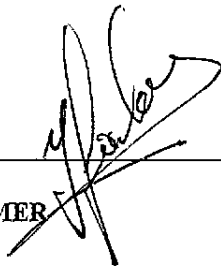
FIRST THAT **FRENCH ANTIQUES IMPORTS, CORP.** DESIRING TO ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA. HAS NAMED **MR. YVES GADEMER** LOCATED AT 808 BRICKELL KEY DRIVE #1201, CITY OF MIAMI, STATE OF FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

BY _____

YVES GADEMER



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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