

F95000002490

05/22/95 10:25 AM AS-T CORP. AGENTS, INC. (305) 592-9591 P. 001

5/22/95 FLORIDA DIVISION OF CORPORATIONS 10:25 AM
PUBLIC ACCESS SYSTEM

((H95000005683)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591
DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: ORBE DESIGNS, INC.
FAX AUDIT NUMBER: H95000005683 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/22/1995 TIME REQUESTED: 10:24:58
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000005683))
** ENTER 'M' FOR MENU. **
5/22/95

FLORIDA DIVISION OF CORPORATIONS 10:25 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

W95000010744

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 22 PM 3:14
2/5/97

RECEIVED

95 MAY 22 AM 11:35

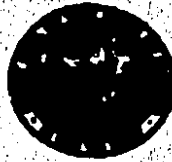
RECEIVED

05/22/95 14:29

FAS-T CORPORATE AGENTS

(305) 592-9591

P. 001



FLORIDA DEPARTMENT OF STATE

Sandra B. Mosham
Secretary of State

May 22, 1995

FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI, FL 33166

SUBJECT: ORBE DESIGNS, INC.
REF: W95000010744

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 437-6375.

Jerri Weisman
Document Examiner

FAX Aud. #: W95000005683
Letter Number: 195A00029987

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

RECEIVED

55 MAY 22 PM 2:36

RECEIVED

H95000005683

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. ORBE DESIGNS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 13-3599233
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Oct 8, 1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 5151 Collins Ave. #628
Miami Beach, Fl. 33140
(Current mailing address)
8. The purpose of the corporation is to engage in any lawful activity and interior design
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida and graphic design
9. Name and street address of Florida registered agent:
Name: Alejandra Mark
Office Address: 5151 Collins Ave. #628
Miami Beach, Florida, 33140
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

✓ Alejandra Mark
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

Prepared by: Gerardo Hevia

7855 N.W. 12th St., Suite 214
Miami, FL 33126 (305) 593-9639

78 H95000005683

H95000005683

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Alejandra MarkAddress: 5151 Collins Ave. #628
Miami Beach, Fl. 33140

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Alejandra MarkAddress: 5151 Collins Ave. #628
Miami Beach, Fl. 33140

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Alejandra Mark
(Signature of chairman, Vice Chairman, or any officer listed in number 12 of this application)

14. Alejandra Mark
(Typed or printed name and capacity of person signing application)

05/22/95 14:29
HCLUUN11NG

FAS-T CORPORATE AGENTS
TEL:3055V3V63V

(305) 592-9591
May 10 95

P. 002
14:59 No.004 P.06

**State of New York | ss:
Department of State**

I hereby certify, that the certificate of incorporation of CASE DESIGNS INC. was filed on 10/10/1990, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of April
one thousand nine hundred and
ninety-five.

Alexander F. Trenchard

Secretary of State

1995050100-11

95 MAY 22 11:31:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05/22/95 14:30

FAS-T CORPORATE AGENTS
TEL: 303.553.3033

(305) 592-9591
May 10 95

P. 003

14:30 MU.UU4 P.02

F901018000103

PH

**CERTIFICATE OF INCORPORATION
OF**

ORBE DESIGNS, INC.

Under Section 402 of the
Business Corporation Law

The undersigned, a natural person at least 18 years of age, for the purpose of forming a corporation, pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the Corporation is ORBE DESIGNS, INC.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law. The Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained. Without limiting in any manner the scope and generality of the foregoing, the Corporation shall have the following purposes, objects and powers:

To design, manufacture, buy, sell and generally deal in pottery, flatware, tableware and like products and to engage in the business of designing patterns for said products.

To conduct the business of interior design and graphic design. To execute designs prepared by it, to employ skilled designers and generally to do all things ordinarily done by such designers.

To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into, the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

To engage in any commercial, mercantile, industrial, manufacturing, research, licensing, servicing, agency, securities

05/22/95 14:30
ACCOUNTING

FAS-T CORPORATE AGENTS
TEL:3055939539

(305) 592-9591 P. 004
May 10 95 14:58 No.004 P.03

or brokerage business not prohibited by law, and any, some or all of the foregoing.

To purchase or otherwise acquire, hold for investment or otherwise, own, sell, lease, mortgage, create interests in, or otherwise dispose of real property of all kinds, improved or unimproved, and any rights or interests therein, tangible or intangible, of any kind in any manner.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to, or growing out of, or connected with, the aforesaid business or powers or any part or parts thereof, provided the same are not prohibited by the Business Corporation Law.

THIRD: The Corporation's office in the State of New York is located in the County of New York.

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is 200 common shares of the par value of one hundred dollars (\$100.00) per share.

FIFTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom any process in any action or proceeding against the Corporation may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is:

c/o Inouye & Ogden
90 Park Avenue
New York, New York 10016

Attention: Michael J. Prior, Esq.

SIXTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of Paragraph (b) of Section 403 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented.

06/22/96 14:31

PAGE 1

10/20/96 10:00 P.M.

IN WITNESS WHEREOF, I have made and signed this
Certificate of Incorporation this 9th day of October, 1990, and I
affirm that the statements made therein are true under the
penalties of perjury.

Michael J. Prior

Michael J. Prior
90 Park Avenue
New York, NY 10016