

K63751

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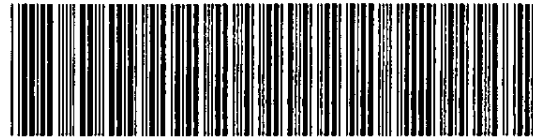
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DIVISION OF CORPORATIONS
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Amend & Rest.
C.COULLIETTE

FEB 10, 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FASHION EXCHANGE, INC.

DOCUMENT NUMBER: K63751

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth B. Crenshaw, Esq.

Name of Contact Person

KENNETH B. CRENSHAW, P.A.

Firm/ Company

1711 NE 56 CT

Address

Ft. Lauderdale, FL 33334

City/ State and Zip Code

judyking02@comcast.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kenneth B. crenshaw, Esq.

Name of Contact Person

at (954)

772-2331

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FASHION EXCHANGE, INC.

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida Profit corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall continue to be:

FASHION EXCHANGE, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

702 A Lake Avenue
Lake Worth, Florida 33460

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation is to exist perpetually, commencing at the time of filing of the Articles of Incorporation by the Secretary of State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 500 shares of One Dollar par value common stock, which shall be designated "Common Stock".

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ARTICLE V - BOARD OF DIRECTORS

The Corporation shall have at least two, but no more than five Directors initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but there shall never be less than one Director.

The name and title of directors being removed are:

Caroline De-Poli, Director

The name, and address of directors being added are:

Valerie Turdo, Director, 11850 Stonehaven Wy
West Palm Beach, Fl 33412

ARTICLE VI - OFFICERS

The corporation shall have a President, Vice President, and Secretary and Treasurer; the election, powers, and duties of the officers are as provided in the Bylaws.

The name and office of Officer being removed is:

Caroline De-Poli, Vice President

The name, office, and address of the Officer being added is:

Valerie Turdo, Vice President, 11850 Stonehaven Wy
West Palm Beach, Fl 33412

ARTICLE VII - PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

ARTICLE VIII - REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent continues to be:

JUDITH MCLENDON KING
8386 7th Place South
West Palm Beach, Florida 33411

ARTICLE IX - INCORPORATOR

The name(s) and the street of the incorporator for the Articles of Incorporation are not changed.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a by-law of the Corporation.

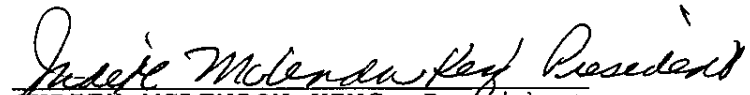
ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

The date of the adoption, and the effective date of this amended and restated Articles of Incorporation is January 3, 2011.

Adoption of Amended and restated Articles of Incorporation were by the shareholders. The number of votes cast for the amended and restated Articles of Incorporation was unanimous.

Dated this 28th day of January, 2011.


JUDITH MCLENDON KING, President