

TRANSMITTAL LETTER

P00000033894

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** AMERICAN FRAME FURNITURE INC.  
(Proposed corporate name - must include suffix)

700003191707--6  
-03/31/00--01060--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** ZOILA AMERICA DIAZ  
Name (Printed or typed)

2482 N.W. 28th ST.

Address

MIAMI, FL 33142

City, State & Zip

(305) 548-3018

Daytime Telephone number

FILED  
00 MAR 31 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

**NOTE: Please provide the original and one copy of the articles.**

FILED  
60 MAR 31 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I, NAME**

The name of the Corporation shall be AMERICAN FRAME FURNITURE INC.

**ARTICLE II, COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. This corporation's duration shall be perpetual.

**ARTICLE III, PURPOSE**

The corporation is being organized for the purpose of ALL THAT IS LEGAL IN THE STATE OF FLORIDA engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America

**ARTICLE IV, CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of one dollar(s) (\$1.00) par value common Stock, which shall be designated "common shares."

**ARTICLE V, PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as many be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## ARTICLE VI, TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the capital stock of this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares, without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend.

“THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION’S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION’S PRINCIPAL OFFICE”.

## **ARTICLE VII, INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Boards of Directors shall be three(2). The number of Directors may be increased or decreased from time to time, as provided in this corporation's by laws, but shall never be less than one.

**The name and address of each individual who shall serve as a member of the Initial Board of Directors are:**

**ZOLA AMERICA DIAZ :** 2482 N. W. 28<sup>th</sup>. ST.  
MIAMI, FL 33142  
**PRESIDENT**

**JOSE RIGOBERTO DIAZ :** 2482 S. W. 28<sup>th</sup>. ST.  
MIAMI, FL 33142  
**VICE-PRESIDENT**

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE &  
AGENT**

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 1857 N. W. 21<sup>st</sup>. Terrace, Miami, Fl. 33142.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: **ZOILA AMERICA DIAZ.**

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is: **ZOILA AMERICA DIAZ. 2482 S. W. 28<sup>th</sup>. ST. Miami, Fl 33142.**

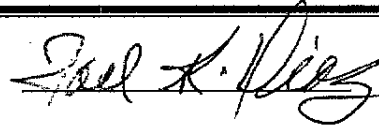
**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



ZOILA AMERICA DIAZ

PRESIDENT



JOSE R. DIAZ

VICE-PRESIDENT

I hereby accept my designation as resident director and agree to serve as the resident director of **AMERICAN FRAME FURNITURE INC.** hereby state that I am familiar with and accept the duties and responsibilities as registered director for **AMERICAN FRAME FURNITURE INC.**



AMERICAN FRAME FURNITURE INC.

DIRECTOR

I hereby accept my designation as resident agent and agree to serve as the resident agent for **AMERICAN FRAME FURNITURE INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **AMERICAN FRAME FURNITURE INC.**



ZOILA AMERICA DIAZ  
AGENT



JOSE RIGOBERTO DIAZ  
AGENT

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On the fourth(4) day of March , 2000, Zoila A. Diaz, and Jose R. Diaz, designated above as the individuals who shall serve as the corporation's initial registered director and agents who are personally known to me, and/or produced a Florida driver's license as Identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledge signing these Articles of Incorporation of AMERICAN FRAME FURNITURE INC.

*Ana A. Laitano*

ANA A. LAITANO  
NOTARY PUBLIC  
STATE OF FLORIDA

OFFICIAL NOTARY SEAL  
ANA A LAITANO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC844565  
MY COMMISSION EXP. JULY 2, 2003

00 MAR 31 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED