

TRANSMITTAL LETTER

P00000042529

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

SUBJECT: N.Y.L.A.P.A. (New York, Los Angeles, Paris) Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300003211123--6
-04/17/00--01112--008
*****87.50 *****87.50

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: Edward Irby
Name (Printed or typed)

20945 N.E. 37th Ct. Suite 200
Address

Aventura, FL 33180
City, State & Zip

(314) 497-4178
Daytime Telephone number

USE ORIGINAL FILE DATE
CALL ONCE FILED

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

W-10503
W-10504

W-10552
KRL
4/27

FILED

00 APR 17 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 21, 2000

EDWARD IRBY
20945 N.E. 37TH CT., STE. 200
AVENTURA, FL 33180

SUBJECT: N.Y.L.A.P.A., INC. (NEW YORK, LOS ANGELES, PARIS)
Ref. Number: W00000010552

We have received your document for N.Y.L.A.P.A., INC. (NEW YORK, LOS ANGELES, PARIS) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The name of the entity must be identical throughout the document.

Please return the original and one copy of 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 (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 200A00022057

ARTICLES OF INCORPORATION

OF

N.Y.L.A.P.A., INC.

FILED
00 APR 17 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of the Corporation shall be ~~N.Y.L.A.P.A.~~ ^{INC.} The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 20945 N.E. 37th Ct. Suite 200, Aventura, FL. 33180.

ARTICLE III

Registered Office and Agent

The address of the initial registered office of the State of Florida is 20945 N.E. 37th Ct. Suite 200 Aventura, FL 33180. The name of the initial registered agent at such address is Edward Iaby.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Name

Address

Edward Irby

20945 N.E. 37th Ct.
Suite 200
Aventura, FL 33180

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name

Address

Edward Irby

1734 Barbados Ln.
St. Louis, MO 63136

Noriko Floyd

20945 N.E. 37th Ct.
Suite 200
Aventura, FL 33180

Tiffany Reeves

4853 Pine Needle Trail
Florissant, MO 63033

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 13th Day of April 2000.


Edward Irby

REGISTERED AGENT CERTIFICATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **N.Y.L.A.P.A., INC.**
2. The name and address of the registered agent and office is

**Edward Irby
20945 NE. 37th Ct.
Suite 200
Aventura, FL 33180**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Edward Irby

DATED: 4-13-00

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00 APR 17 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA