

# Received 6/28/95

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

500003327845--3

-07/19/00--01057--001

\*\*\*\*\*78.45 \*\*\*\*\*78.45

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FASHION CAFE, INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
00 JUL 19 AM 10:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JUL 19 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/19  
Examiner's Initials

# **CERTIFICATE OF INCORPORATION**

**OF**

## **FASHION CAFE, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

### **ARTICLE I – NAME**

The name of the corporation shall be:

**FASHION CAFE, INC.**

### **ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**590 N.W. 24<sup>th</sup> St.  
Miami, FL 33127**

### **ARTICLE III – PURPOSE**

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

### **ARTICLE IV- CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

### **ARTICLE V – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo, PA  
9572 NW 41<sup>st</sup> Street  
Miami, FL 33178  
(305) 593-2003

**FILED**  
00 JUL 19 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Raul N. Abuchaibe**  
**590 N.W. 24<sup>th</sup> St.**  
**Miami, Fl. 33127**

## ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have Four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initially directors of this corporation are:

**Raul N. Abuchaibe**  
**President**

**590 N. W. 24<sup>th</sup> St.**  
**Miami, Fl. 33127**

**Ana J. Abuchaibe**  
**Vice-President**

**590 N. W. 24<sup>th</sup> St.**  
**Miami, Fl. 33127**

**Ivon Ballestas**  
**Secretary**

**590 N. W. 24<sup>th</sup> St.**  
**Miami, Fl. 33127**

**Victor Orozco**  
**Treasurer**

**590 N. W. 24<sup>th</sup> St.**  
**Miami, Fl. 33127**

## ARTICLE VIII – INCORPORATOR

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

**Raul N. Abuchaibe**  
**590 N. W. 24<sup>th</sup> St.**  
**Miami, Fl. 33127**

## ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

## ARTICLE X – BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 17<sup>th</sup> day of July, 2000.

  
Raul N. Abuchaibe

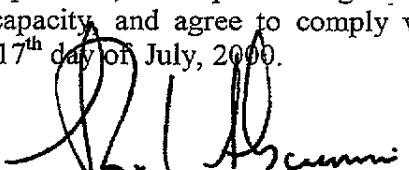
## CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

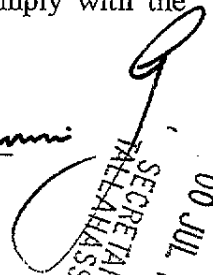
WITNESSED:

That **Fashion Café, Inc.** desiring to organize under the laws of the state of Florida has appointed Raul N. Abuchaibe of 590 N. W. 24<sup>th</sup> St., Miami, FL 33127 as registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of **Fashion Café, Inc.** to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 17<sup>th</sup> day of July, 2000.

  
Raul N. Abuchaibe  
Registered Agent

  
00 JUL 19 PM 2:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA