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LAZARUS CORPORATE FILING SERVICE

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(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. ALLA PRIMA 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

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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

EFFECTIVE DATE
9-4-00

FILED
00 SEP - 8 PM 1:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T BROWN SEP - 8 2000

Examiner's Initials

EFFECTIVE DATE
9-4-00

FILED
00 SEP -8 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ALLA PRIMA INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME & ADDRESS

The name of the corporation shall be ALLA PRIMA INC., and the principal office and mailing address is; 3737 SW 8th Street, Suite 302, Coral Gables, Florida, 33134.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS-REGISTERED AGENT

The street address of the initial registered office and Agent of the corporation shall be, 3737 SW 8th Street, Suite 302, Coral Gables, Florida, 33134. and the name of the initial Registered Agent for the corporation at that address is Matthew Bapty.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the day of execution and acknowledgement of these Articles, or upon filing with the Department of State of the State of Florida in the event these Articles are not filed within five days, exclusive of legal holidays, after execution and acknowledgement .

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX INCORPORATORS

The name and address of the incorporators are:

Matthew Bapty
3737 SW 8th Street
Suite 302
Coral Gables, FL 33134

ARTICLE X BY LAWS

The initial By-Laws of this corporation shall be adopted by the Director(s). The By-Laws may be amended, adopted or repealed in the manner provided in the By-Laws by either the shareholders or the Directors.

ARTICLE XI AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

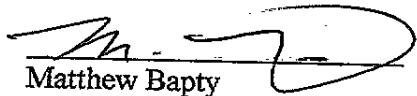
ARTICLE XII DIRECTORS

This corporation shall have a minimum of one director. The number of Directors may be increased or decreased from time to time by the by-laws, but shall be no less than one. The initial Board of Directors shall consist of the following director:

Matthew Bapty

IN WITNESS WHEREOF, the undersigneds have hereunto set his hand and seal on this 4th day of September, 2000.

Incorporators:

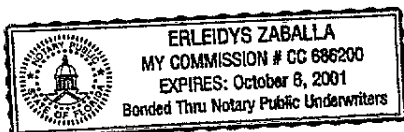

Matthew Bapty
3737 SW 8th Street
Suite 302

Coral Gables, FL 33134

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Matthew Bapty, and having produced Florida Drivers license # B- as identification, or who is personally known to me, who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 4th day of September, 2000.




NOTARY PUBLIC-STATE OF FLORIDA

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED

00 SEP -8 PM 1:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

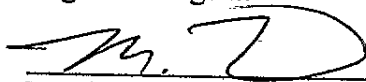
The following is submitted in compliance with the laws of the State of Florida.

Alla Prima Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at has named Matthew Bapty, whose home address is 4625 SW 31st Drive, Hollywood, FL 33023, as its Agent to accept service of process within this State. The address of the office of the Registered agent for his purposes as an agent is, 3737 SW 8th Street, Suite 302, Coral Gables, Florida, 33134.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Matthew Bapty

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Matthew Bapty, and having produced Florida Drivers license # B-, as identification, or is personally known, who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 4th day of September, 2000.


NOTARY PUBLIC-STATE OF FLORIDA

