

Charter Number Only

VALIDATION ONLY

Requestor's Name

4160 W 16 AVE #210

Address

Hialech FL 33012

City

State

Zip

Phone

800003404448-9

09/26/00-01050-019

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Havana Collection, Inc.

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> Walk In                   |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Cert Copy



Empire Toll Free: 1-800-432-3028

FILED  
00 SEP 26 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HERE ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

FILED  
00 SEP 26 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I -NAME-**

THE NAME OF THIS CORPORATION IS : HAVANA COLLECTION INC

**ARTICLE II -DURATION-**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

**ARTICLE III -PURPOSE-**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF RETAIL PATIO FURNITURE AND OTHERS SELL, RENT, LEASE, CONVEY, OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

**ARTICLE IV -CAPITAL STOCK-**

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

**ARTICLE V -PREEMPTIVE RIGHTS-**

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE VI -INITIAL REGISTERED OFFICE & AGENT-**

THE STREET ADDRESS OF THE INITIALLY REGISTERED OFFICE OF THIS CORPORATION IS: 10909 NW 73 TERRACE MIAMI FL 33178 AND THE NAME OF THE INITIALLY REGISTERED AGENT OF THIS CORPORATION IS: ANITA BRYN.

**ARTICLE VII -INCORPORATION-**

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:

ANITA BRYN

10909 NW 73 TERRACE

MIAMI FL 33178

VICTOR VASCO

10909 NW 73 TERRACE

MIAMI FL 33178

### **ARTICLE VIII -BYLAWS-**

THE POWER TO ADOPT, ALTER, AMMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

### **ARTICLE IX -RESTRICTIONS ON TRANSFERS OF STOCK-**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

ANITA BRYN,PRESIDENT-----70 %SHARES

VICTOR VASCO,V-PRESIDENT-----30% SHARES

HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

### **ARTICLE X -CALLING OF SPECIAL MEETINGS-**

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

### **ARTICLE XI -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THEHAREHOLDERS.

**ARTICLE XII -SHAREHOLDERS MEETING REQUIRED-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE XIV -POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV -MEETINGS BY TELEPHONE CONFERENCE-**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI -ACTION BY SHAREHOLDERS WITHOUT A MEETING-**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII -DIVIDENDS-**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII -INDEMNIFICATION-**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX -AMENDMENT-**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX -NOTICE-**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

**10909 NW 73 TERRACE, MIAMI, FL 33178**

**ARTICLE XXI -INITIAL DIRECTORS AND OFFICERS-**

THIS CORPORATION SHALL HAVE TWO DIRECTORS, THEIR NAMES AND ADDRESSES ARE AS FOLLOWS:

**ANITA BRYN**

**10909 NW 73 TERRACE**

**MIAMI FL 33178**

**VICTOR VASCO**

**10909 NW 73 TERRACE**

**MIAMI FL 33178**

**ARTICLE XXII -PRINCIPAL OFFICE ADDRESS-**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

**10909 NW 73 TERRACE, MIAMI FL 33178**

1THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 22ND DAY OF SEPTEMBER, 2000.

  
ANITA BRYN, PRESIDENT

  
VICTOR VASCO, VICE-PRESIDENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: **HAVANA COLLECTION INC**  
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY  
OF HIALEAH, STATE OF FLORIDA HAS NAMED ANITA BRYN, LOCATED AT  
**10909 NW 73 TERRACE MIAMI FL 33178** ITS AGENT TO ACCEPT SERVICE  
WITHIN FLORIDA.

SIGNATURE

  
Corporate Officer  
PRESIDENT

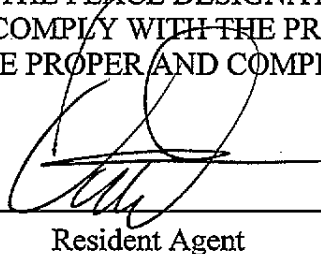
TITLE

DATE

09/22/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY  
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF  
MY DUTIES.

SIGNATURE

  
Resident Agent

DATE

09/22/2000

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00 SEP 26 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA