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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

little masterpieces, inc.

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ARTICLES OF INCORPORATION

LITTLE MASTERPIECES, INC.

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

Art. I: Name – The name of this corporation shall be: Little Masterpieces, Inc.

Art. II: Principal Office – The principal place of business and mailing address of this corporation shall be:

526 NW 157 Lane
Pembroke Pines, FL 33028

Art. III: Business Purpose – The business purpose of this corporation is to enter into lawful business purposes from time to time.

Art. IV: Stock – The number of shares of stock that this Professional Corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED SHARES (7500)**. The par value of each authorized share is **ONE DOLLAR (\$1.00)**. Stock will not be divided into classes.

Art. V: Corporate Officers and Directors – The officers of this corporation shall consist of a Board of Directors, a President, a Vice-President, a Secretary, and a Treasurer.

The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial Directors and Corporate Officers are:

Board of Directors

Erin Pakula
Robin Cohen

Officers

<u>President</u>	<u>Vice-President</u>	<u>Secretary</u>	<u>Treasurer</u>
Erin Pakula 526 NW 157 Lane Pembroke Pines, FL 33028	Robin Cohen 2111 NW 111 Terr Pembroke Pines, FL 33026	Erin Pakula 526 NW 157 Lane Pembroke Pines, FL 33028	Robin Cohen 2111 NW 111 Terr Pembroke Pines, FL 33026

Art. VI: Intention to Qualify – It is the intention of the Board of Directors and Incorporators that this Corporation shall qualify as a Chapter-S corporation within the guidelines of the United States Federal Internal Revenue Service Rules and Regulations.

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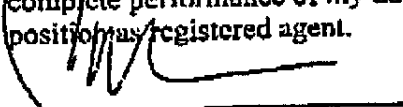
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Art. VII: Initial Registered Agent and Acceptance - The name and address of the initial registered agent is:

Peter D. Weinstein, Esq.
5400 South University Drive
Suite 301
Davie, Florida 33328

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Acceptance - Having been named as the registered agent to accept service of process for Little Masterpieces, Inc., 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.


Peter D. Weinstein
Fla. Bar. 0913502

3/10/2002
Date

Art. VIII: By-Law Amendment - The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

Art. IX: Indemnification - The corporation shall indemnify any officer or director, or any former officer, or director, to the full extent of the law.

Art. X: Informal Action of Directors - If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

Art. XI: Amendment of Articles - 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.

Art. XII: Non-Resident Directors - Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

Art. XIII: Directors' Authority to Fix Compensation - Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

Art. XIV: Pre-Emptive Rights - Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the numbers of shares he/she holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

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Art. XV: Meetings by Conference Telephone - Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Art. XVI: Incorporators - The names and street addresses of the incorporators to these Articles of Incorporations are:

Robin Cohen
2111 NW 111 Terr
Pembroke Pines, FL 33026

The undersigned incorporators executed these Articles of Incorporation on this 10th day of October, 2000.



Robin Cohen
2111 NW 111 Terr
Pembroke Pines, FL 33026

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