

P00000098778

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H00000055256 2)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

elizabeth passions, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:02

McKnight OCT 19 2000

10/19/00 1:54 PM

(6)

H00000055256  
**CERTIFICATE OF INCORPORATION**

**ARTICLES OF INCORPORATION FOR**

**ELIZABETH PASSION, INC**

*We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I**

*The name of the corporation shall be:*

**ELIZABETH PASSION, INC.**

**ARTICLE II.**

*The corporation may engage in any activity of business permitted under the laws of the United States of Florida.*

**ARTICLE III**

*The corporation is authorized to issue one hundred (100) shares of \$10.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.*

**ARTICLE IV**

*The amount of capital with which this corporation will begin business shall not be less than one Thousand (\$1000.00) dollars,*

**ARTICLE V**

*This corporation is to have perpetual existence.*

**ARTICLE VI**

*The principal office of this corporation shall be:*

332 NW 19<sup>TH</sup> AVENUE  
MIAMI, FLORIDA 33125  
(305) 644-9543

H00000055256

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:02

H00000055256

ARTICLE VII

*The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:*

**YADIRA ELIZABETH RAPALO**                      **PRESIDENT/TREASURE**  
**332 NW 19<sup>TH</sup> AVENUE**  
**MIAMI, FLORIDA 33125**  
**(305) 644-9543**

**ALFONSO CALIXTO JR**                      **VICE-PRESIDENT/SECRETARY**  
**332 NW 19<sup>TH</sup> AVENUE**  
**MIAMI, FLORIDA 33125**  
**(305) 644-9543**

*The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.*

ARTICLE VIII

*The names and post office addresses of each shareholder to the Certificate of Incorporation slash incorporator are as follows:*

<b>SLASH-INCORPORATE SHAREHOLDERS</b>	<b>% OF SHARES</b>
---	--------------------

<b>YADIRA ELIZABETH RAPALO</b> <b>332 NW 19<sup>TH</sup> AVENUE</b> <b>MIAMI, FLORIDA 33125</b> <b>(305) 644-9543</b>	<b>50%</b>
--	------------

<b>ALFONSO CALIXTO JR.</b> <b>332 NW 19<sup>TH</sup> AVENUE</b> <b>MIAMI, FLORIDA 33125</b> <b>(305) 644-9543</b>	<b>50%</b>
--	------------

H00000055256

H00000055256

**ARTICLE IX**

*The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.*

*The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.*

*We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.*

*Subscribed at Miami, Dade County, Florida, this 19th day of October of the year 2000.*

*Yadira Rapalo*  
YADIRA ELIZABETH RAPALO/PRESIDENT

*Alfonso Calixto Jr.*  
ALFONSO CALIXTO JR./VICE-PRESIDENT

H00000055256

H00000055256

STATE OF FLORIDA           )  
  ) SS  
COUNTY OF MIAMI-DADE    )

*Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared*

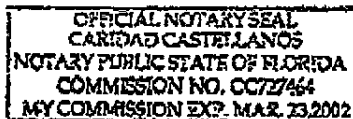
**ELIZABETH PASSION, INC.**

*Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.*

**WITNESS my hand and official seal, at Miami, Dade County, Florida, this 19<sup>TH</sup> day of October of the year 2000.**

*Caridad Castellanos*  
**CARIDAD CASTELLANOS**

**Notary Public,  
State of Florida at Large**



H00000055256

H00000055256

**CERTIFICATE OF ACKNOWLEDGMENT  
OF REGISTERED AGENT  
FOR SERVICE AND PROCESS WITHIN THE  
STATE OF FLORIDA**

*Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:*

**That: ELIZABETH PASSION, INC.**

**is qualified to do business under the laws of the State of Florida, with it's  
REGISTERED OFFICE at:**

**332 NW 19<sup>TH</sup> AVENUE  
MIAMI FLORIDA 33125  
(305) 644-9543**

**and has appointed: YADIRA ELIZABETH RAPALO**

**As it's agent to accept services of process within the State.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:02

**ACKNOWLEDGMENT**

*Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.*

*Yadira Rapalo*  
**YADIRA ELIZABETH RAPALO.. Registered Agent**

H00000055256