

Pb1000025266

OFFICE USE ONLY Document #

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)

000003830270--9

-03/12/01--01047--010

*****78.75 *****78.75

OFFICE USE ONLY

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

1. D'FRELY CORP.

(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

RECEIVED
01 MAR 12 AM 10:11
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
01 MAR 12 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

D' FRELY CORP.

Article I – Name

The name of this corporation is D' FRELY CORP.

Article II - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

Article III - Capital Stock

This corporation is authorized to issue five hundred (500) shares of ONE and No/100 (\$ 1.00) DOLLAR par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for 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.

Article V - Initial Registered Office

The street address of the initial registered office and principal office of this corporation is: 3021 W. 68 ST. HIALEAH, FL. 33018.

Article VI - Initial Board of Directors

This corporation shall have 1 director(s) 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 initial director(s) of this corporation is (are):

NAME

ADDRESS

FREDDIE F. FELIPA

3021 W. 68 ST. HIALEAH, FL. 33018

FILED
01 MAR 12 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article VII - Initial Officers

The name and street addresses of the initial officers of this corporation are:

Name	Title	Address
FREDDIE F. FELIPA	PRESIDENT	3021 W. 68 ST. HIALEAH, FL. 33018

Article VIII - Incorporator

The name and address of the person signing these articles is:
FREDDIE F. FELIPA 3021 W. 68 ST. HIALEAH, FL. 33018

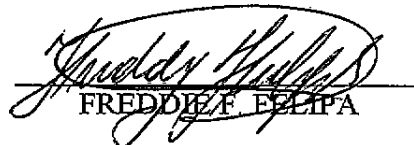
Article IX - Indemnification

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

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and in the shareholders.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6TH DAY OF MARCH, 2001.


FREDDIE F. FELIPA

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

WITNESSETH:

That D' FRELY CORP. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named FREDDIE F. FELIPA 3021 W. 68 ST. HIALEAH, FL. 33018 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of D' FRELY CORP. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes, this 6TH DAY OF MARCH, 2001.


FREDDIE F. FELIPA

RATIFICATION OF FIRST MEETING OF
DIRECTORS AND SHAREHOLDERS
OF

D' FRELY CORP.

We, the undersigned, being all of the directors and shareholders of D' FRELY CORP., do hereby ratify, approve and confirm all that has occurred in the foregoing meeting, the Minutes of which we have read, and in signification of such approval, ratification and confirmation and of our assent to any and all actions at said meeting, do hereby sign our names and seal this 6TH DAY OF MARCH, 2001.



FREDDIE F. FELIPA

WAIVER OF NOTICE AND CONSENT TO
FIRST MEETING OF
DIRECTORS AND SHAREHOLDERS
OF
D' FRELY CORP.

We, the undersigned, being all of the directors and Shareholders of D' FRELY CORP., a corporation organized and existing under and by virtue of the laws of the State of Florida, do hereby call an annual meeting of the Directors and Shareholders of said corporation and we do hereby waive all notice thereof whether provided by statute or otherwise, and do consent that such meeting shall be held at the principal office of the corporation, on MARCH 6, 2001, at 3:00 P.M., for the purpose of transacting any and all business which may be legally motioned at said meeting.

Dated this 6TH DAY OF MARCH, 2001.


FREDDIE F. FELIPA

FILED
01 MAR 12 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA