

OFFICE USE ONLY

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

200003984222-2

-04/10/01-01037-007

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

OFFICE USE ONLY

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

1. VICTORIA'S FURNITURE INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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

NOT RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2001 APR 10 AM 10:36

RECEIVED  
DEPARTMENT OF STATE,  
DIVISION OF CORPORATIONS

FILED  
01 APR 10 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION OF  
VICTORIA'S FURNITURE INC.**

**ARTICLE I --- NAME**

The name of this corporation is **VICTORIA'S FURNITURE INC.**

**FILED**  
01 APR 10 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE II- EXISTENCE**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE – III- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of TEN Dollars (\$10,000.00) par value common stock which shall be designated as "Common Shares". The total initial capital is \$ 10,000.00/.

**ARTICLE V – PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the offer for sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

## ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 940 HARBOR INN DRIVE, CORAL SPRINGS, FLORIDA 33071, and the name of the initial registered agent of this corporation at that address is WALDINA HELLWIG.

## ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have at least two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

JOSE ISRAEL PINEDA ..... President

IVAN ALEXANDER PINEDA ..... Secretary

The address of the foregoing is as follows: is 940 HARBOR INN DRIVE, CORAL SPRINGS, FLORIDA 33071

## ARTICLE VIII – INCORPORATION

The names and addresses of the Incorporators signing these articles are the same as those mentioned in the preceding article. The Incorporators take all of the shares of the corporation; as follows: WALDINA HELLWIG as attorney in fact for JOSE ISRAEL PINEDA takes 900 SHARES OR 90% of the total shares of the Corporation and IVAN ALEXANDER PINEDA takes 100 SHARES or 10% of the total shares of the Corporation.

## ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

## ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

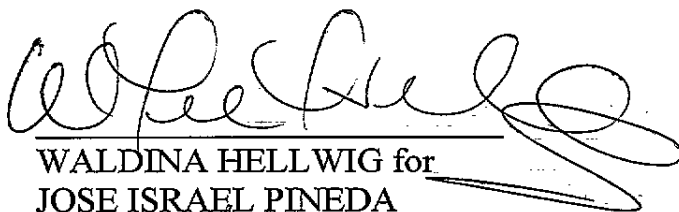
## ARTICLE XI – CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.


## ARTICLE XII

The Shareholders of this corporation have a duty of the utmost good faith in their dealings with each other and with the Corporation. Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation on the *4* day of *April* 200*8*.



WALDINA HELLWIG for  
JOSE ISRAEL PINEDA  
President

  
IVAN ALEXANDER PINEDA  
Secretary

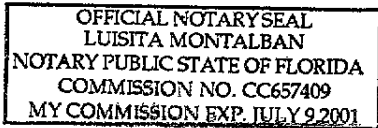
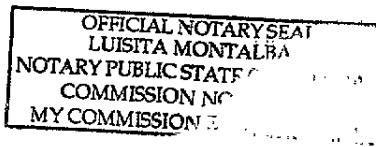
STATE OF FLORIDA   )  
COUNTY OF DADE   )

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared WALDINA HELLWIG and IVAN ALEXANDER PINEDA known to be and known by me to be the persons who executed the foregoing Articles of the Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, have set my hand and seal in the State and County above, this 6 day of April 2001.



NOTARY PUBLIC, State of  
Florida at Large.  
My Commission Expires:

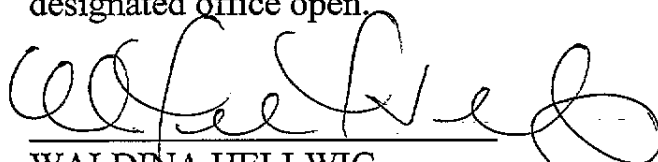


In compliance with Section 48.091, Florida Statutes. The following is submitted:

That VICTORIA'S FURNITURE INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at is 940 HARBOR INN DRIVE, CORAL SPRINGS, FLORIDA 33071, State of Florida, has named WALDINA HELLWIG, with the same address as its agent to accept service of process within this State.


**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
WALDINA HELLWIG  
Registered Agent

STATE OF FLORIDA   )  
COUNTY OF DADE   )

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as WALDINA HELLWIG, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL  
LUISITA MONTALBAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC657409  
MY COMMISSION EXP. JULY 9, 2001

**FILED**  
01 APR 10 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA