

LAW OFFICES
ALLEN H. GRUBER, P.A.
GALLOWAY PROFESSIONAL PLAZA
7765 S.W. 87TH AVENUE
SUITE 101
MIAMI, FLORIDA 33173

TELEFAX (305) 412-3212

TELEPHONE (305) 670-7878

April 19, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

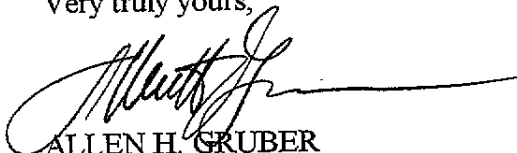
000004009080--5
-04/13/01--01106--001
*****87.50 *****87.50

RE: OCCASIONS BY VENICHELE, INCORPORATED.

Dear Sirs:

Enclosed please find our check in the amount of \$87.50 for the filing of the Articles of Incorporation of OCCASIONS BY VENICHELE, INCORPORATED.

Very truly yours,



ALLEN H. GRUBER

AHG/mm

Enclosures: Check for \$87.50

c:\wpdocs\forms\corporat\secystat.ltr

FILED
01 APR 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 17 2001

51

**ARTICLES OF INCORPORATION
OF
OCCASIONS BY VENICHELE, INCORPORATED**

FILED
01 APR 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607 of the Corporation Laws of the State of Florida:

The undersigned, for the purpose of forming a corporation pursuant to Florida Law, Section 607, hereby certifies as follows:

1. The name of the corporation shall be: OCCASIONS BY VENICHELE, INCORPORATED.

The purpose of the Corporation shall be:

a. BRIDAL AND EVENT CONSULTANTS

b. To do everything necessary, proper or advisable for the accomplishment of any of the foregoing, provided the same not be inconsistent with the Laws of Florida.

2. The aggregate number of authorized share of stock the Corporation may issue is 50 shares of No par value stock.

3. The principal office of the Corporation shall be located at: 4501 N.W. 202 Street, Carol City, Florida 33055.

4. The amount of capital with which the Corporation shall begin business will be: \$500.00

5. FAITH Mc KENZIE is hereby designated as the Resident Agent of the Corporation upon whom process may be served. The address to which the Secretary of State shall mail a copy of any notice required by law is: 7765 SW 87th Avenue, Suite 101, Miami, Florida, 33173.

Page 2:

6. There shall be 2 director(s) of the Corporation, who, unless otherwise provided by the By-Laws, shall hold office for the first year's existence of the Corporation or until their successors are elected or appointed and have qualified.

7. The names and addresses of the Directors of the Corporation are:

8. The names and addresses of the subscribers of these Articles of Incorporation are:

9. The names and addresses of the officers of the Corporation who shall hold office for the first year or until their successors are chosen are:

10. The address of the Registered Office of the Corporation shall be: 4501 N. W. 202 Street, Carol City Florida 33055.

11. The Registered Agent of the Corporation shall be: FAITH Mc KENZIE

12. The By-Laws of the Corporation may be created, altered or amended by the Directors of the Corporation in the following manner:

a. At any regular meeting, any Director may propose an addition or amendment to the By-Laws and such proposal shall thereafter be considered by the Directors. A majority of the shareholders shall ultimately decide on any alterations, amendments or deletions.

b. Notice of any such alteration of the By-Laws shall be given not more than ten (10) days after said vote and each Director shall be given a copy, as well as the Office of the Secretary of State.

13. Amendments to the Articles of Incorporation:

a. May be proposed by any Director of the Corporation.

Page 3:

b. Amendments shall be offered in writing to each Director ten (10) days prior to any scheduled meeting. Majority vote of the shareholders shall determine the passage of an amendment.

c. Each shareholder shall be awarded one vote for each share of common stock owned at the time of any meeting called for the purpose of voting on an amendment.

d. Amendments to the Articles of Incorporation which are subsequently adopted shall be duly noted in the Minute Book and a certified copy thereof shall be forwarded to the Secretary of State.

IN WITNESS WHEREOF, the subscriber(s) hereto set hand(s) and seal(s) this 10th day of April, 2001.

Faith McKenzie
FAITH MCKENZIE , PRESIDENT

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BE IT KNOWN, that this day before me personally appeared Faith Mckenzie
and _____, known to me personally and acknowledged that the framing of
the foregoing Articles of Incorporation was a free and voluntary act and that the facts therein are
true and correct.

Page 4:

Marie T Machin
★ My Commission CC946599
Expires June 18, 2004

Marie T Machin
NOTARY PUBLIC
State of Florida at Large

My commission expires:

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

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

First, that OCCASIONS BY VENICHELE, qualify(ies) under the Laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named FAITH Mc KENZIE, located at 4501 N.W. 202 St. Carol City, Florida 33055, as its agent to accept service of process within Florida.

Signature: Faith McKenzie

Title: President

Date: April 10, 2001

FILED
01 APR 13 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act 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: Faith McKenzie

Date: 4/10/01