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**LAZARUS CORPORATE FILING SERVICE**

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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FILED  
01 JUL -5 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. NELLY'S USA INC.

(Corporation Name)

(Document #)

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

(Document #)

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

(Document #)

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

(Document #)



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Certificate of Status

NOT RETURNED  
TO AGENCY OF FILING  
SUFFICIENCY

2001 JUL -5 AM 10:37

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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

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Examiner's Initials

PS  
7/5/01

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CERTIFICATE OF INCORPORATION 01 JUL -5 PM 2: 00

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NELLY'S USA INC.

I, the undersigned, do hereby associate myself together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

**ARTICLE ONE**

The name of the corporation shall be NELLY'S USA INC.

**ARTICLE TWO**

Initially the principal office of the corporation shall be located at 178 NW 44<sup>th</sup> Street, Miami, Florida, 33127. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE THREE**

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

**ARTICLE FOUR**

The maximum number of shares of stock, which the corporation shall have outstanding at any time, shall be 500 shares stock, which shall be common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

**ARTICLE FIVE**

This Corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) dollars.

**ARTICLE SIX**

This Corporation shall have perpetual existence.

## **ARTICLE SEVEN**

A Board of Directors, who need not be stockholders of the corporation, shall manage the business of the corporation. Originally there will be one director. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meeting prescribed by the by-laws.

## **ARTICLE EIGHT**

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office the first year of existence of the corporation or until their successor are elected or appointed and have qualified are as follows:

### **Board of Directors**

Yaneiris Cepeda  
178 NW 44<sup>th</sup> Street  
Miami, FL 33127

### **Officers**

President:	Yaneiris Cepeda
Secretary:	Yaneiris Cepeda
Treasurer:	Yaneiris Cepeda

## **ARTICLE NINE**

Yaneiris Cepeda  
178 NW 44th Street  
Miami, FL 33127

## **ARTICLE TEN**

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article Three of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

**ARTICLE ELEVEN**

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

**ARTICLE TWELVE**

Upon election of a Board of Directors by the stockholders such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

**ARTICLE THIRTEEN**

This corporation shall designate Yaneiris Cepeda, located at 178 NW 44<sup>th</sup> Street, Miami, Florida, 33127 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by State Law.

**ARTICLE FOURTEEN**

The incorporator is Yaneiris Cepeda, located at 178 NW 44<sup>th</sup> Street, Miami, Florida, 33127.

Miami, Florida, July 2nd, 2001

  
Yaneiris Cepeda

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

01 JUL -5 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.0501 or 617.0501, Florida Statutes, the following is submitted, in compliance with act:

FIRST: That NELLY'S USA INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida has named Yaneiris Cepeda whose offices at 178 NW 44<sup>th</sup> Street, Miami, Florida, 33127 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
YANEIRIS CEPEDA

MIAMI, FLORIDA, July 2nd, 2001