

*P100080729*

**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)

700004538197--0

-08/16/01--01039--010

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

OFFICE USE ONLY

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

1. ELY'S OULET, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**FILED**  
 01 AUG 16 AM 11:20  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

- Walk in   
  Pick up time 2.00   
  Certified Copy  
 Mail out   
  Will wait   
 Photocopy   
 Certificate of Status

**RECEIVED**

DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 211/REG  
 AM 10:40  
 NOT RECORDED  
 TO ACKNOWLEDGE  
 SUFFICIENCY OF FILING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non Profit
<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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten Signature]*

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
ELY'S OUTLET, INC.

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TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation under pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I.

The name of the corporation shall be Ely's Outlet, Inc.

II.

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State Of Florida and the United States of America.

B. To purchase for investment and resale. and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgages pledge, or otherwise, or unsecured, for acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgages, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 per value.

IV.

The amount of capital with which this corporation shall begin business shall be \$100.00

V.

The existence of this corporation shall be perpetual.

VI.

The principal office of this corporation shall be located at 11865 SW 26Th.St. A2,Unit C-18,Miami,Florida 33175.

VII.

The Board of Directors of this corporation shall consist of not less than one and not more than three members.

VIII.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the law of Florida, hold office for the first year of the corporation's existence, or until successors shall have been elected and qualified, is as follows: Elia J. Fajardo, 11865 Sw 26Th. St. A2, Unit C-18, Miami, Florida 33175., and Jose L. Toledo, 11865 SW, 26 Th. St. A2, Unit C-18, Miami, Florida 33175.

IX.

The registered agent and the registered office for this corporation is: Elia J. Fajardo., 11865 Sw 26Th. St. A2, Unit C-18, Miami, Florida 33175.

X.

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agree to take, the total aggregate amount of which shall be

the sum of \$100.00 the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARE	AMOUNT
Elia J. Fajardo.	11865 SW 26Th. St. A2, Unit. C-18, Miami, Florida 33175.	75	\$75.00
Jose L. Toledo.	11865 SW 26Th. St. A2, Unit. C-18, Miami, Florida 33175.	25	\$25.00

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be: Elia J. Fajardo, President and Secretary, and Jose L. Toledo, Vice-President and Treasurer.

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Directors as provided else where in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such person to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or

appointed and have qualified. The manner and form of electing or appointing officers shall be set out in the By-Laws.

XIII.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

having been made initial Registered Agent to accept service of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



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Elia J. Fajardo.

The undersigned incorporator(s) has (have) excuted these articles of incorporation this.

13th day of August 2001.



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Elia J. Fajardo.

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