

P 0200000 5847

Eugene Fitz-Ritson
Attorney at Law
Bank of America Building
18350 NW 2nd Avenue, Suite 400
Miami, FL 33169
P. O. Box 69-4641

City/State/Zip

300004768903--6
-01/11/02--01034--018
*****78.75 *****78.75

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 11 AM 10:48

- | | | |
|-----------------------------------|---------------------------------------|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**ARTICLES OF INCORPORATION
OF
YOLANDA'S MARKETING & PROMOTIONS, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be: **YOLANDA'S MARKETING & PROMOTIONS, INC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation is:
1040 NW 136th Street, Miami, Florida 33168.

**ARTICLE III
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 11 AM 10:48

Corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent of this Corporation is: **EUGENE FITZ-RITSON**. The street address of the initial registered office of the corporation in the State of Florida is: **18350 NW 2ND AVENUE, #400, MIAMI, FLORIDA 33169**.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial director are:

<u>NAME</u>	<u>ADDRESS</u>
YOLANDA C. HARROLD	1040 NW 136th Street Miami, Florida 33168

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is **Eugene Fitz-Ritson**, of 18350 NW 2nd Avenue, #400, Miami, Florida 33169.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the Corporation, or any former officer, director, employee, or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XII
BUY OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so

desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter. If, however, the remaining stockholder or stockholders do not wish to purchase the selling stockholder's stock proportionately, or one stockholder completely, then in that event the selling stockholder shall have the right to buy the remaining stockholder's stock at the price and terms as set forth hereinabove.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 8th day of January, 2002.


EUGENE FITZ-RITSON

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 48.091, Florida Statutes, the Corporation named herein, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

The name of the Corporation is: **YOLANDA'S MARKETING & PROMOTIONS, INC.**

2. The name and address of the registered agent and office are:

EUGENE FITZ-RITSON
18350 NW 2ND AVENUE, #400
MIAMI, FLORIDA 33169

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


EUGENE FITZ-RITSON

Dated January 8, 2002.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 11 AM 10:48