

Division of Corporations <https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe>
P020000032623

**Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000061895 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
2002 MAR 25 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AMERICANA RAGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

9



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 25, 2002

FAS-T

SUBJECT: AMERICANA RAGS, INC.
REF: W02000008113

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

FAX Aud. #: H02000061895
Letter Number: 902A00017285

FILED

2002 MAR 25 AM 9:29

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
AMERICANA RAGS, INC

We, the undersigned, in order to form a corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLE OF INCORPORATION

ARTICLE I

The name of this corporation shall be: AMERICANA RAGS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a) To engage in the business of selling, buying, and distribution at both commercial levels, either retail or wholesale, general apparel to wit any type of clothing, but especially used cloth for either man, women, or children, including but not limited to the management and administration of said business, which will be carried locally or could be used to export to foreign countries, and any other activity related to the main purpose express above, like permits, licences, etc.

CARLOS M. MENDEZ, ESQ.
Fla. Bar No: 232221
1800 West 49th St., Suite 203
Hialeah, Fl. 33012
Tel: (305) 885-5376



(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organize under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided

further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or Vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation as necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this Corporation shall have outstanding at any time, shall be TWO HUNDRED (200) shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the Corporation is: 2221 S.W. 62 Court, Miami, Florida 33155, and the initial registered agent at such address is: ADAIL HERNANDEZ.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this Corporation in the State of Florida is: 2221 S.W 62 Ct , Miami, Florida 33155.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida

ARTICLE VII.

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The name and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the year of its existence or until their successors are elected and qualified, are as follows:

ADAIL HERNANDEZ	President & Director	2221 S.W. 62 Ct. Miami, Florida. 33155
ORTELIO SANABRIA	Secretary/ Treasurer & Director	75 N.W. 45 Ave. Miami, Florida 33126

ARTICLE IX

The name and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ADAIL HERNANDEZ	2221 S.W. 62 Ct. Miami, Fl. 33155	90 Shares	\$90.00
ORTELIO SANABRIA	75 N.W. 45 AVE. Miami, Fl. 33126	110 Shares	\$110.00

ARTICLE X

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the Officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitle to vote thereon.



ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, 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.

1. The name of the corporation:

AMERICANA RAGS, INC

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

ADAIL HERNANDEZ

2221 SW 62nd Court

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33155.

(CITY/STATE/ZIP)


ADAIL HERNANDEZ

TITLE _____

DATE 3-18-02

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


ADAIL HERNANDEZ

3-18-02

IN WITNESS WHEREOF, the incorporators have hereunto set their
respectives hands and seals this 18 day of March, 2002.


ADAIL HERNANDEZ


ORTELIO SANABRIA

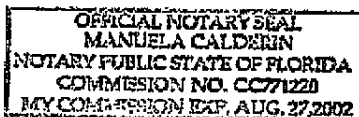
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared ADAIL HERNANDEZ AND ORTELIO SANABRIA to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah Miami-Dade County, Florida, this 18 day of March, 2002.

My Commission Expires:


Notary Public, State of Florida



Personally known _____ or Produced Identification _____
Type of Identification Produced Driver License (FL)

-7-

FILED

2002 MAR 25 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA