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NOAH & PHIL'S  
MULTI-SERVICES INC.  
PHOTO STUDIO  
1271 NW 119th STREET  
MIAMI, FLORIDA 33167

City/State/Zip

Phone #

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 APR 19 AM 8:33

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
800005309858--0  
-04/19/02-01093-005
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
\*\*\*\*125.00 \*\*\*\*125.00
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ 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

Examiner's Initials

ARTICLES OF INCORPORATION

NOAH & PHIL'S  
MULTI SERVICES/PHOTO STUDIO  
1271 NW 119TH STREET  
NORTH MIAMI, FLORIDA 33167  
PHONE: (305) 953-7000  
FAX: (305)953-1389

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THE UNDERSIGNED SUBSCRIBES TO THESE ARTICLES OF INCORPORATION.  
EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE  
THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE  
LAWS OF THE STATE OF FLORIDA.

ARTICLE I.

NAME

THE NAME OF THE CORPORATION SHALL BE NOAH & PHIL'S INCORPORATED.

ARTICLE II.

THE GENERAL CHARACTER OR NATURE OF THE BUSINESS TO BE TRANSACTED  
BY THE CORPORATION IS TO ENGAGE IN ACTIVITIES THAT ARE OF AN  
ECONOMIC NATURE, AND CONSISTENT THEREWITH, TO:

(A) ACQUIRE, IMPROVE AND OPERATE ANY REAL OR PERSONAL PROPERTY  
OR INTEREST OR RIGHTS THEREIN ARE APPURTENANT THERETO:

(B) SELL, CONVEY, ASSIGN, MORTGAGE OR LEASE ANY REAL OR PERSONAL  
PROPERTY:

(C) BORROW MONEY AND TO EXECUTE EVIDENCE OF INDEBTEDNESS SUCH AS  
CONTRACTS, AGREEMENTS, INSTRUMENTS AS NECESSARY AND TO EXECUTE  
AND DELIVER ANY MORTGAGE.

ARTICLE III.

ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION OS TO BE 1271 NW 119TH ST., NORTH MIAMI, FL. 33167. THE BOARD OD DIRECTORS MAY FROM TIME TO TIME DESIGNATE SUCH OTHER ADDRESS AND PLACE WITH THE PRINCIPAL OFFICE OF THIS CORPORATION AS IT MAY SEE FIT.

ARTICLE IV.

THE CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME AS MAY BE PROVIDED IN THE BY-LAWS.

ARTICLE V.

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, OR AS FOLLOWS IN EACH COLUMN.

| NAME               | ADDRESS   |
|--------------------|---|
| JAMES N. PASTEURIN | 401 NW 152ND ST. BISCAYNE GARDEN,<br>FLORIDA, 33169             |
| PHILIPPE PASTEURIN | 15940 NE 19TH COURT APT #3<br>NORTH MIAMI BEACH, FLORIDA, 33162 |

ARTICLE VI.

THE NAME AND STREET ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES EACH AGREES TO TAKE IN THE VALUE OF CONSIDERATION THEREFORE, ARE AS FOLLOWS:

| NAME                      | ADDRESS   | SHARES | CONSIDERATION |
|---------------------------|---|--------|---------------|
| JAMES NOAH PAS-<br>TEURIN | 401 NW 152ND ST.<br>BISCAYNE GARDEN FL.<br>33169      | 20,000 | \$20,000.00   |
| PHILIPPE PAS-<br>TEURIN   | 15940 NE 19CT APT3<br>NORTH MIAMI BEACH,<br>FL. 33162 | 20,000 | \$20,000.00   |

#### ARTICLE VII.

THE MANAGEMENT AND CONTROL OF THE BUSINESS SHALL BE CONDUCTED BY THE DIRECTION OF THE BOARD OF DIRECTORS AND BY THE FOLLOWING OFFICERS TO WITH; PRESIDENT AND SECRETARY/TREASURER AND ANY OTHER SUCH OFFICERS AS BY BE PROVIDED IN THE BY-LAWS. THE NAMES OF THE OFFICERS WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

| NAMES              | OFFICE                        |
|--------------------|-------------------------------|
| JAMES N. PASTEURIN | PRESIDENT/SECRETARY/TREASURER |
| PHILIPPE PASTEURIN | PRESIDENT/SECRETARY/TREASURER |

#### ARTICLE VIII.

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE IMMEDIATELY UPON ISSUANCE OF CHARTER BY THE STATE OF FLORIDA.

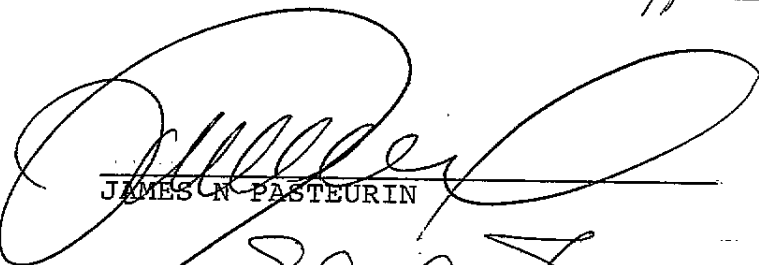
ARTICLE IX.

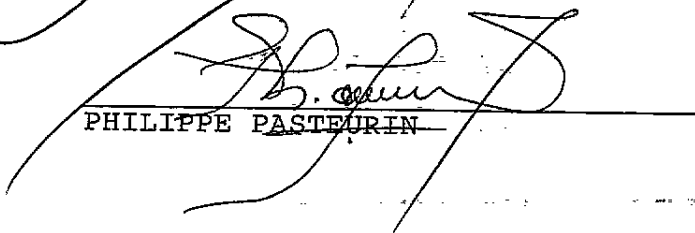
AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED IN THE BY-LAWS. EACH AMENDMENT SHALL BE PROVIDED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUT HAND AND SEALS, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION ON THE LAWS OF THE STATE OF FLORIDA, THIS

16<sup>th</sup> DAY OF APRIL 2002.

  
JAMES N. PASTEURIN

  
PHILIPPE PASTEURIN

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
REGISTERED OFFICE**

PURSUANT OF THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UN THE LAWS  
OF THE STATE OF FLORIDAA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is : NOAH & PHIL'S MULTI-SERVICES INC.

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

JAMES NOAH PASTEURIN/401 NW 152nd STREET BISCAYNE GARDENS

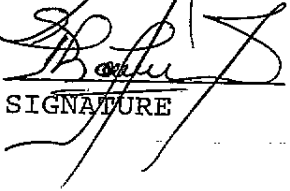
FLORIDA 33169

PHILIPPE PASTEURIN/15940 NE 19th CT APT. 3 NMB, FL 33162

Having been names as registered agent and to accept service of process for the  
Above stated corporation at the place designated in this certificate, I 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.

  
SIGNATURE

04-16-02  
DATE

  
SIGNATURE

04-16-02  
DATE

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