

P02000051541



ACCOUNT NO. : 072100000032

REFERENCE : 560410 116028A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
2002 MAY -7 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 1, 2002

ORDER TIME : 3:49 PM

ORDER NO. : 560410-005

CUSTOMER NO: 116028A

BOOK 15180678--3

CUSTOMER: James S. Garbett, Esquire
James S. Garbett, P.a.

4209 E. Busch Boulevard

Tampa, FL 33617

DOMESTIC FILING

NAME: YOUNG FASHION & BEAUTY SUPPLY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

625
002-13034

RECEIVED
02 MAY -7 AM 8:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

5/9/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

2002 MAY -7 PM 4:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 7, 2002

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: YOUNG FASHION & BEAUTY SUPPLY, INC.
Ref. Number: W02000013034

We have received your document for YOUNG FASHION & BEAUTY SUPPLY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 802A00028547

RECEIVED
02 MAY -9 PM 12:52

ARTICLES OF INCORPORATION

OF

2002 MAY -7 PM 4:23

YOUNG FASHION & BEAUTY SUPPLY, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for **YOUNG FASHION & BEAUTY SUPPLY, INC.**

ARTICLE 1. NAME. The name of the Corporation is **YOUNG FASHION & BEAUTY SUPPLY, INC.**

ARTICLE 2. CORPORATE ADDRESS. The initial principal corporate offices will be located at 702 West Orange Ave., Tallahassee, FL 32310.

ARTICLE 3. DURATION. The duration of the Corporation is perpetual.

ARTICLE 4. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5. GENERAL POWERS. The corporation shall have power:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.

C. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

E. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

G. To conduct its business, maintain its offices and exercise the powers granted it by the State of Florida, whether within or without the state.

H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

I. To make and alter bylaws, in a manner consistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific, or educational purposes.

K. To transact any lawful business that the Board of Directors deems to be consistent with governmental policy.

L. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its

directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

M. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

N. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE 6. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is **One Thousand (1,000) shares of common stock, 51% Wee Hong Day and 49% Ginline Day.** Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All or any part of said common stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

All stock when issued shall be paid for and shall be non-assessable.

ARTICLE 7. RESTRICTIONS ON CUMULATIVE VOTING. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 8. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is;

**702 West Orange Ave.
Tallahassee, FL 32310**

and the name of its initial Registered Agent at that address is **Wee Hong Day - President.**

ARTICLE 9. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial director of the Corporation is as follows:

**Wee Hong Day - President
Ginline Day - Secretary & Treasurer
702 West Orange Ave.
Tallahassee, Fl. 32310**

ARTICLE 10. INCORPORATORS. The name and address of each Incorporator is as follows:

Wee Hong Day - President
702 West Orange Ave.
Tallahassee, Fl. 32310

Ginline Day - Secretary & Treasurer
5006 East Broadway Ave., Suite 8
Tampa, Fl. 33619

ARTICLE 11. INDEMNIFICATION. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE 12. STOCK TRANSFER RESTRICTIONS. Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE 13. BYLAWS. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 14. COMMENCEMENT OF CORPORATE EXISTENCE. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is upon filing of these Articles of Incorporation.

ARTICLE 15. AMENDMENT OF ARTICLES. The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

ARTICLE 16. PRE-EMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into

shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt from the corporation.

ARTICLE 17. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or


2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a

ARTICLE 18. INFORMAL ACTION OF DIRECTORS. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 25th day of April 2002.


Wee Hong Day - President

X Ginline Day - Secretary & Treasurer

Before me, personally appeared Gineline Day (FL Driver's License) and to me well known and known to license me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

2002 **WITNESS** my hand and seal this 25th day of April

Notary Public
My Commission Expires:
(SEAL)

Notary Public
My Commission Expires:
(SEAL)



2002 MAY -7 PM 4: 23

CERTIFICATE DESIGNATING REGISTERED AGENT SECRETARY OF STATE
AND AGENT FOR THE SERVICE OF PROCESS TALLAHASSEE FLORIDA
WITHIN THE STATE OF FLORIDA

Pursuant to Florida Statutes Chapter 48.091, **YOUNG FASHION & BEAUTY
SUPPLY, INC.**, with its registered office located at **702 West Orange Ave., Tallahassee, FL
32310** has designated **Wee Hong Day – President** as its registered agent to accept service of
process within the state.

I, **Wee Hong Day – President**, having been named to accept the service of process for the
above named corporation, do hereby accept and agree to comply with the provisions of Florida
Statute Chapter 48.091.



Wee Hong Day – President
Registered Agent