

P2000060816

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

800005664908-- 2

-06/03/02--01055--009

*****78.75 *****78.75

OFFICE USE ONLY

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

1. ANDIE SPORTWEAR, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN -3 AM 11:59

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

RECEIVED
02 JUN -3 AM 10:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

6-3-02
WV

ARTICLE OF INCORPORATION
OF

ANDIE SPORTWEAR, INC.....

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN -3 PM 12:00

We, the undersigned, hereby associated together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE 1.
NAME AND ADDRESS

The name of the corporation shall be;

ANDIE SPORTWEAR, INC.. (Hereinafter referred to as the corporation). It registered office shall be located at 7500 S.W. 25th Street, Miami, Florida, 33122, in the County of Dade, State of Florida.

ARTICLE 2.
NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz.

- a. To carry on business in the United States of North America or any foreign country or countries, to buy, to sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world.
- b. To enter into, make perform and carry out contracts of general health care business and merchandise and for any lawful purpose with any person or persons, firm, association and/or corporation, both as principal agent in any part of the world.
- c. To exchange in the currency of foreign countries and the currencies of the United States of North America.
- d. To use bonds, debentures and/or obligations of the company from time to time, for the object and purpose of the company and secure the same by mortgage pledge, deed or trust or otherwise.

- e. To purchase, hold and release the shares of its capital stock, and to subscribe to purchase, or otherwise acquire, or to guarantee or to become surely to the stock, bonds, or other securities and obligations of the company and other companies.
- f. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper or the accomplishment of any of the purpose or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection of the benefit of the corporation.
- g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, new or in the future, to be enacted are hereby included in and made part hereof by reference.
- h. In general, to carry on any incidental business in connection with the foregoing,, whether manufacturing or otherwise or to have and exercise all the powers conferred by the laws of the State of Florida upon corporation of this character.
- i. To enter into make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

ARTICLE 3 CAPITAL STOCK

The capital stock of the corporation upon commencing business operations shall consist of;

- a. ONE HUNDRED (100) SHARES of par value. For corporation purpose, each share will have a nominal value set at (\$ 1.00) per share as consideration.
- b. Said shares of common stock to have (\$ 1.00) par value. All shares to be issue fully paid and non assessable. The Capital Stock of this Corporation may be paid in full money of the USA in property. Labor or services at a fair and just valuation to be fixed by stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Director is to be conclusive proof of said value.

- c. All common stock is to have one vote per share in the control of the management of the corporation.
- d. The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.
- e. In the event any shareholder may vote his share proxy one share representing one share.

ARTICLE 4 INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS – (\$ 100.00).

ARTICLE 5 TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE 6 BOARD OF DIRECTORS

The name and address of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of Legislature approved June 01, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until successors are elected and shall qualified are the following.

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Andres Ruisanchez	14626 SW 128 th Ct Road Miami, Florida, 33186	PRESIDENT
Lourdes Mestre	14626 SW 128 th Ct Road Miami, Florida, 33186	SECRETARY TREASURER

ARTICLE 8
SUBSCRIBERS

The name and addresses of each subscriber to these Articles of Incorporation and the numbers of shares which each agrees to take as follows;

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>SHARES</u>
Andres Ruisanchez	14626 SW 128 th Ct Road . Miami, Florida, 33186	PRESIDENT	- 50 -
Lourdes Mestre	14626 SW 128 th Ct Road Miami, Florida, 33186	SECRETARY TREASURER	-50-

ARTICLE 9
BY - LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the director and stockholders, or any class of stock holders of the corporation, shall be controlled by the By – Laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation be formed which said By – Laws may from time to time and whenever necessary, be amended by the Board of Director of the Corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes aforesaid.



Andres Ruisanchez
PRESIDENT



Lourdes Mestre
SECRETARY - TREASURER

ARTICLE 10

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF TH STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE /REGISTERED AGENTE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: ANDIE SPORTWEAR, INC.
2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

ENRIQUE SOLIS
12700 S.W. 75TH STREET
MIAMI, FL. 33183-3417

HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THE 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.


Registered Agent Signature

Dated this 31st day of May, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN -3 PM 12:00