

PO2000070675

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.

((H02000157772 3)))

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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 26 PM 4:16

FILED

FLORIDA PROFIT CORPORATION OR P.A.

black wigs white, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

g6/26

(6)

ARTICLES OF INCORPORATION**OF****BLACK WIGS WHITE, 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: **BLACK WIGS WHITE, INC.**

FILED
02 JUN 26 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II: COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. The corporation's duration shall be perpetual.

ARTICLE III: PURPOSE

The corporation is being organized for the purpose of conducting any business authorized under the State of Florida.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Hundred (100) Shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

H02000157772

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI: TRANSFER RESTRICTIONS

No transfer of stock shall be valid, until thirty (30) days after the corporation, through its secretary, has had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During the thirty (30) days, the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional fifteen (15) days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. If not exercised within this time, any sale to third persons shall be valid.

On the death of any shareholder, this corporation shall have the right to purchase any shares for the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject to Certain Transfer restrictions Imposed

By this Corporation's Articles of Incorporation, A Copy of Which Is On File
At this Corporation's Principal Office."

ARTICLE VII: DIRECTORS AND OFFICERS

Article 7.1 Initial Directors

The number of directors on this Corporation's Initial Board of Directors shall be one (1).

The name and address of the individual who shall serve on the Initial Board of Directors is:

Ismail Jedouane, 11054 Southwest 127th Court, Miami, FL 33186

Article 7.2 Changes in Authorized Number of Directors

The number of directors of the corporation set forth in Section 7.1 of this Article shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article 7.3 Powers of Directors

Subject to the limitations contained in the Articles of Incorporation and the Florida General Corporation Act concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board.

The board of directors shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the company, to any standing or special committee of the corporation or to any officer or agent thereof.

Notwithstanding any delegation of authority that the board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation and shall be responsible to the

shareholders for their performance of their respective duties.

Article 7.4 Removal of Directors and Officers

Any officer elected or appointed by the board of directors, or by the Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or any director of this corporation may be removed at any time with or without cause, in such manner as shall be provided in the bylaws of this corporation.

ARTICLE XIII: INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the corporation's principal office and mailing address shall be:

Ismail Jedouane, 11054 Southwest 127th Court, Miami, FL 33186

ARTICLE X: INITIAL REGISTERED OFFICE & AGENT

The name and mailing address of the individual who shall serve as this corporation's registered agent is:

**Ismail Jedouane
11054 Southwest 127th Court
Miami, FL 33186**

ARTICLE XI: SHAREHOLDERS

Article 11.1 Amendment of Bylaws

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. The paramount power to repeal, amend and

H02000157772

alter the bylaws, or to adapt new bylaws. However, is vested in the shareholders. This power may be exercised by a vote of all the shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend, or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

Article 11.2 Personal Liability of Shareholders

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of the subscription for shares.

ARTICLE XII: AMENDMENTS

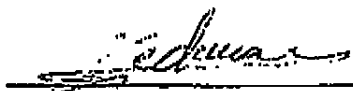
The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XIII: INCORPORATOR

Ismail Jedouane, 11054 Southwest 127th Court, Miami, FL 33186

The undersigned incorporator has executed these Articles of Incorporation this 20 day of June, 2002.

Signature of Incorporator:


Ismail Jedouane

I, Ismail Jedouane, Esq. am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


Ismail Jedouane, Registered Agent

H02000157772

FILED
02 JUN 26 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA