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Requester's Name

02 AUG 19 PM 1:40

Address

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INTERNATIONAL ASSOCIATION  
HEALTH AND BEAUTY, D.B. INC  
12211 SW 129 CT  
MIAMI FL 33186

800006697238-3  
-07/26/02--01019--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

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☐ Will wait

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☐ 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



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 29, 2002

INTERNATIONAL ASSOCIATION HEALTH AND BEAUTY D.B., INC  
12211 SW 129TH CT  
MIAMI, FL 33186

SUBJECT: INTERNATIONAL ASSOCIATION HEALTH AND BEAUTY DADE-BROWARD, INC.  
Ref. Number: W02000021728

We have received your document for INTERNATIONAL ASSOCIATION HEALTH AND BEAUTY DADE-BROWARD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filing Section

Letter Number: 402A00045611

# **CERTIFICATION OF INCORPORATION**

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02 AUG 19 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE ONE**

### **NAME**

The name of this Corporation shall be:

**International Association Health and Beauty Dade-Broward Inc.**

## **ARTICLE TWO**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the Laws of the State of Florida.

## **ARTICLE THREE**

### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

## **ARTICLE FOUR**

### **MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than five hundred dollars (\$500.00), or much greater amount as may be required by law.

## **ARTICLE FIVE**

### **NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation; provided that the Corporation shall at all times have the minimum of one (1) Director.

## **ARTICLE SIX**

### **CLASSES OF DIRECTORS**

The by-laws of this corporation may provide that the directors be divided into two or more classes whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one fourth (1/4) in number of the directors shall be elected annually.

## **ARTICLE SEVEN**

### **AMENDMENTS**

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## **ARTICLE EIGHT**

### **CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

- a. **Designation:** The Stock of this corporation shall be known as Common Stock.
- b. **Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: Fifty Thousand (50,000) Shares.
- c. **Par Value:** Each Share of Common Stock shall have the par value of: One Cent (\$0.01) par value.
- d. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- e. **Non-assessability:** Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- f. **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of stockholders of the Corporation.
- g. **Cumulative Voting:** No holder of Common Stock shall be entitled to any right of Cumulative Voting.

- h. Dividends: Record holders of Common Stock are entitled to receive their Pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- i. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their Pro-rata share of any assets of this Corporation remaining after payment of all debts and obligations.

## **ARTICLE NINE**

### **SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence the required percentage shall be as follows:

1. Amendments of the Certificate of Incorporation:  
Required Percentage – Fifty one percent (51%).
2. Sale, Lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;  
Required Percentage – Fifty one percent (51%).
3. Merger or Consolidations of this Corporation into or with any other corporation;  
Required Percentage – Fifty one percent (51%).
4. Voluntary Dissolution of this Corporation;  
Required Percentage – Fifty percent (50%).

### **PREEMPTIVE RIGHTS**

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

## ARTICLE TEN

### STOCKHOLDERS

The name and addresses of the stockholders and directors are as follows:

NAME - ADDRESS	SHARES
<i>FB</i> Fernando Benito II 11140 Springfield Pl. Cooper City, Fl 33026	12.5%
<i>Q/B</i> Carlos Benito 6417 Flagler St. Hollywood, Fl 33023	12.5%
<i>LC</i> Luz Correa 340 N 71 <sup>st</sup> Ave. Hollywood, Fl 33024	12.5%
<i>EB</i> Elizabeth Cunningham 2511 NE 13 Court Ft Lauderdale, Fl 33304	12.5%
<i>R.B.P.</i> International Association Health and Beauty Inc. 12211 SW 129 Ct Miami, Fl 33186	50%

*Ruben Pena*  
Secretary


## ARTICLE ELEVEN

### DIRECTORS

<i>FB</i> Fernando Benito II 11140 Springfield Pl. Cooper City, Fl 33026	President
<i>Q/B</i> Carlos Benito 6417 Flagler St. Hollywood, Fl 33023	Secretary
<i>LC</i> Luz Correa 340 N 71 <sup>st</sup> Ave. Hollywood, Fl 33024	Treasurer
<i>EB</i> Elizabeth Cunningham 2511 NE 13 Court Ft Lauderdale, Fl 33304	Vice President

**REGISTERED AGENT**

The registered agent and the registered office of this Corporation shall be:

  
Fernando Benito II  
11140 Springfield Pl.  
Cooper City, Fl 33026

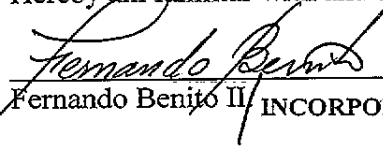
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuant with chapter 48.091, Florida statutes the following is submitted in compliance with Set Act:

That International Association Health and Beauty Dade-Broward Inc. deciding to organize under the laws of the State of Florida with its principal office at 12211 SW 129 Ct. Miami, Florida 33186 as indicated in the Articles of Incorporation at the county of Dade, State of Florida, has named:

Fernando Benito II as its agent to accept service of process within this state:

Hereby am familiar with and accept the duties and responsibilities as registered agent.

  
Fernando Benito II, INCORPORATOR

Fernando Benito having being named to accept service process for the above stated Corporation at the place designated in this his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this Corporation.  
The Corporation May change its principal office at any time.

SUBSCRIBER/DIRECTOR – Fernando Benito II

STREET ADDRESS/PRINCIPAL: 11140 Springfield Pl., Cooper City, Fl 33026

IN WITNESS WHEREOF, the undersigned subscriber does make, subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the Laws of the State of Florida.

DATE: 7/22/2002

STATE OF FLORIDA>ss.  
COUNTY OF DADE >

FILED  
02 AUG 19 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA