

FILED

02 OCT -3 AM 9:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAFlorida Department of State  
Division of Corporations  
Public Access System

## 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.**

(((H02000207759 0)))

**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

## FLORIDA PROFIT CORPORATION OR P.A.

special arts &amp; designs corporation

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

OB 10/4

6

ARTICLES OF INCORPORATION  
OF  
SPECIAL ARTS & DESIGNS CORPORATION

ARTICLE I

NAME

The name of the Corporation is SPECIAL ARTS & DESIGNS  
CORPORATION.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved  
according to law and such existence shall commence at the time of  
the filing of these Articles of Incorporation with the Department  
of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business  
permitted under the laws of the United States and of the State of  
Florida.

INSTRUMENT PREPARED BY:  
FREEMAN, BUTTERMAN, HABER, ROYAS & STANHAM, L.L.P.  
Sidney Manozes, Esq.  
520 Brickell Key Drive, Suite 0-305  
Miami, Florida 33131  
(305) 374-3800  
FBN - 192678

FILED  
02 OCT -3 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

40200020759

#### ARTICLE IV

##### AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) shares of voting common stock with \$0.01 par value share.

#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, O-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman, at the same address.

#### ARTICLE VII

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact

number to be determined from time to time in accordance with the Bylaws.

The name and address of the first member of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Eliana Fakhoury	260 Crandon Boulevard Suite #36 Key Biscayne, Florida 33149

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is: Sidney Menezes, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

#### ARTICLE IX

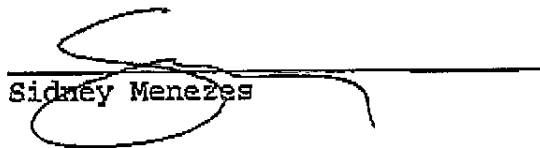
##### INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard

to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3<sup>rd</sup> day of October, 2002.

  
Sidney Menezes

STATE OF FLORIDA     )  
                          SS:  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Sidney Menezes to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 3<sup>rd</sup> day of October, 2002.

  
NOTARY PUBLIC



FILED  
OCT-3 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **SPECIAL ARTS & DESIGNS CORPORATION.**
2. The name and address of the Registered agent and office is: **Sidney Menezes, at 520 Brickell Key Drive, O-305, Miami, Florida 33131.**

Signature: \_\_\_\_\_  
 Title: **Sidney Menezes**  
**Assistant Secretary**  
 Date: **October 3, 2002**

Having been named 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 agreed 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: \_\_\_\_\_  
**Sidney Menezes**  
 Date: **October 3, 2002**

P:\DATA\WP7\PERSONAL\BA\HIL\AG\ART.PRM.MFD

H02000207759