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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**ROSEMARY BANDINI JAPANESE ARTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

**ROSEMARY BANDINI JAPANESE ARTS, INC.**

The undersigned for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

**NAME**

The name of the corporation is **Rosemary Bandini Japanese Arts, Inc.** and the principal address shall be 1717 N. Bayshore, Apt. 3054 Miami, Fl. 33132

Article II

**DURATION**

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State.

Article III

**NATURE OF BUSINESS**

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

Article IV

**CAPITAL STOCK**

- (a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- (b) **Preemptive Rights.** Shareholders shall have no preemptive rights.
- (c) **Cumulative Voting.** Cumulative voting shall not be permitted.

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## Article V

## INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 10621 N. Kendall Drive., Suite 211 Miami, Florida 33176 and the name of the initial registered agent of this corporation is WILLIAM J. SANCHEZ, ESQ.

## Article VI

## DIRECTORS

(a) Number. This corporation shall have TWO (2) initially. The number of directors may have increased or diminished from time to time be the by-laws, but shall never be less than two.

(b) Initial Director. The name and street of the directors of the corporation are:

## NAME

## ADDRESS

Name : Rosemary Bandini  
33132

Address : 1717 N. Bayshore Apt. 3054 Miami, FL

Position : President

Name : Rosemary Bandini  
33132

Address : 1717 N. Bayshore Apt. 3054 Miami, FL

Position : Director

(c) Compensation. The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any other form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## Article VII

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The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

## Article VIII

## INCORPORATOR

William J. Sanchez, Esq.  
10621 N. Kendall Drive., Suite 211  
Miami, Florida 33176

## Article IX

## AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 2 day of September, 2002.

  
\_\_\_\_\_  
William J. Sanchez

State of Florida )

) SS

County of Dade )

The following instrument was acknowledged and personally known before me this 2 day of September, 2002.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

\_\_\_ Identification Produced

or

\_\_\_ Personally Known

My commission expires:

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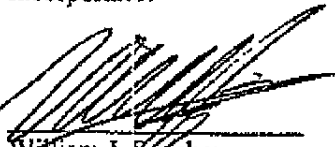
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48, 901, Florida Statutes, the following is submitted.

**Rosemary Bandini Japanese Arts, Inc.** organizes or qualifies under the laws of the State of Florida, with its principal place of business at 1717 N. Bayshore, Apt. 3054 Miami, FL 33132 named William J. Sanchez, located at 10621 N. Kendall Drive., Suite 211 Miami, Florida 33176 as its agent and accept service of process within Florida.

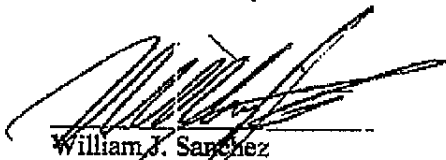
Incorporator:



William J. Sanchez

Date: September 9, 2002

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



William J. Sanchez

Date: September 9, 2002

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