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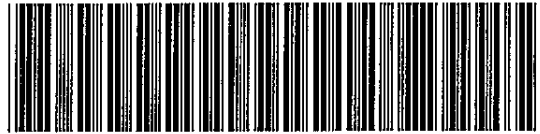
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DIVISION OF CORPORATIONS  
02 OCT 28 AM 10:40

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# GLORIA D. MAGGIOLO

6741 S. W. 69 Terrace

Miami, FL 33143

Tel. # (305) 663-6558

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October 23, 2002

Florida Secretary of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation of **SMOOTHIE LOUNGE, INC.** for filing with the Division of Corporations. Also enclosed is a check in the amount of \$78.75 representing payment of filing fee and fee for a certified copy. Please forward the certified copy to my attention at the above address. If you have any questions please feel free to contact me at 305/338-0714.

Thank you for your assistance in this matter.

Very truly yours,



Gloria Maggilo

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**SMOOTHIE LOUNGE, INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is:

**SMOOTHIE LOUNGE, INC.**

**ARTICLE II**

**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

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ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be at 1689 S. W. 107 Avenue, Unit D-101, Miami, Florida 33165.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Gloria Maggiolo  
1689 S. W. 107 Avenue, Unit D-101  
Miami, Florida 33165

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VIII  
INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

<u>Names</u>	<u>Addresses</u>
Gloria Maggiolo	1689 S. W. 107 Avenue, Unit D-101, Miami, FL 33165

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

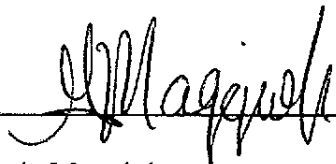
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gloria Maggiolo  
1689 S. W. 107 Avenue, Unit D-101  
Miami, Florida 33165

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by at least a majority of the shares entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

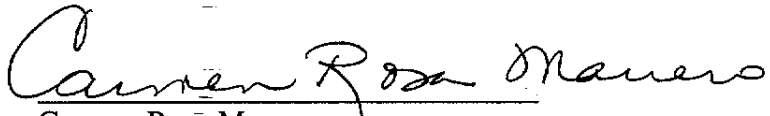
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 21<sup>st</sup> day of October, 2002.

  
\_\_\_\_\_  
Gloria Maggiolo

STATE OF FLORIDA                    )  
  )  
COUNTY OF MIAMI-DADE        )

BEFORE ME, the undersigned authority, personally appeared Gloria Maggiolo who is (personally known to me) and who, being first by me duly sworn, acknowledged that she is the person described as Incorporator and who is authorized to execute the foregoing Articles of Incorporation, and that she has read the Articles of Incorporation and they are true and correct to the best of his knowledge and belief, and he executed the same in my presence, this 21<sup>st</sup> day of October, 2002.

SWORN to and SUBSCRIBED before me this 21 day of October, 2002.

  
Carmen Rosa Marrero  
NOTARY PUBLIC

My commission expires:



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

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That SMOOTHIE LOUNG, INC., desiring to organize under the laws of the State of Florida, with its initial registered office at 1689 S. W. 107 Avenue, D-101, Miami, FL 33165, appoints Gloria Maggiolo as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 agree to comply with the provisions of said Statutes relative to keeping open said office.

  
\_\_\_\_\_  
GLORIA MAGGIOLO

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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