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NEW FILINGS	AMENDMENTS # 55	
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Director	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawsi	
Other	Merger	
OTHER PILNGS	REGISTRATION	
Annual Report	QUALIFICATION	
Fictitious Name	Foreign	
Name Reservation	Limited Partnership Reinstatement	
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Other



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February 5, 2003

EXPRESS CORPORATE FILING SERVICE INC. 1000 PONCE DE LEON BOULEVARD SUITE 101 CORAL GABLES, FL 33134

SUBJECT: HONEST ENTERPRISES, INC.

Ref. Number: W03000002974

We have received your document for HONEST ENTERPRISES, 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):

Please accept our apology for failing to mention this in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 003A00007708





FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

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TO A LOCAL LOCAL

January 31, 2003

EXPRESS CORPORATE FILING SERVICE INC. 1000 PONCE DE LEON BOULEVARD SUITE 101 CORAL GABLES, FL 33134

SUBJECT: BEBE, INC.

Ref. Number: W03000002974



We have received your document for BEBE, INC. and your check(s) totaling \$393.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 903A00006631

ARTICLES OF INCORPORATION

HONEST ENTERPRISES, INC.

F!LED 2003 FEB - 7 PM 2: 48

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and address of this corporation shall be:

HONEST ENTERPRISES, INC.

1013 Cane Concourse

Bay Harbor Island, FL 33154

ARTICLE II - EXISTANCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue are 100 shares of common stock having \$ 1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - NAME OF REGISTERED AGENT AND ADDRESS OF REGISTERED OFFICE

The name and street address of the corporation's initial registered resident agent shall be:

Nestor Espinosa 1013 Cane Concourse Bay Harbor Island, FL 33154

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Initially this corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors are:

Nestor Espinosa P/S/T 1013 Cane Concourse Bay Harbor Island, Fl. 33154

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Nestor Espinosa 1013 Cane Concourse Bay Harbor Island, FL 33154

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of directors and shareholders.

ARTICLE X - AMENDMENT

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

The undersigned has executed these Articles of Incorporation this January 29th, 2003.

D/P

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statues, 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:

HONEST ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Nestor Espinosa 1013 cane concourse Bay Harbor Island, FL 33154

Having been named to accept services of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statues.

TITLE: President

DATE: