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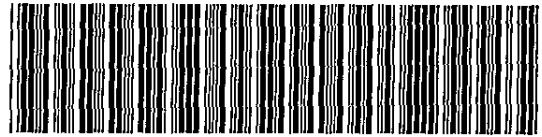
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03 MAR 10 PM 3:32  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH MAR 10 2003

# ALBERTO AMOROS

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March 6, 2003

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Attn.: New Filing Section

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of  
Incorporation of

## **A & R CUSTOM MADE STORE FIXTURES, INC.**

and a check for \$ 78.75 in favour of the Florida Department of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Incorporation.

The name has not been reserved, however an inquire was made, with the result that at the time the inquire was made the name was available.

Very truly yours,



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**ARTICLES OF INCORPORATION**

**OF**

**A & R CUSTOM MADE STORE FIXTURES, INC.**

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**FILED**  
03 MAR 10 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

**ARTICLE I**

**NAME**

The name of the corporation (hereinafter called the "Company") is: A & R CUSTOM MADE STORE FIXTURES, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The Company's Principal Office in the State of Florida is at 2700 North Miami Avenue, Miami, Florida 33127. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE III  
DURATION

The Company is to have perpetual existence.

ARTICLE IV  
PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the Company which shall be in addition to the authority of the Company to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which companies may be organized under the Florida Business Corporation Act.

ARTICLE V  
POWERS OF THE COMPANY

The Company has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Company is formed, as follows:

- (i) To sue and be sued, complain and defend in its name corporate name;
- (ii) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (iii) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

- (iv) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (v) To lend money to, and use its credit to assist, its officers and employees;
- (vi) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (vii) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the Company), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a Company the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or

convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (viii) To lend money, invest and reinvest its funds, and receive and hold real or personal property as security for repayment;
- (ix) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (x) To elect Directors and appoint officers, employees and agents of the Company, and define their duties, fix their compensation, and lend them money and credit;
- (xi) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Company;
- (xii) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (xiii) To transact any lawful business that will aid governmental policy;
- (xiv) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Company;
- (xv) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share options' plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or

former directors, officers, employees, and agents of its subsidiaries;

- (xvi) To provide insurance for its benefit on the life of any of its directors, officers, or employed, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (xvii) To be a promoter, incorporator, partner, member, associate, or manager of any Company, partnership, joint venture, trust, or other entity.

## ARTICLE VI CAPITAL STOCK

The total number of shares which the Company has authority to issue is 10,000 (Ten thousand) shares of capital stock of the with a par value of \$ 1.00 each, having an aggregate par value of \$ 10,000.00 (Ten thousand dollars). All such shares are of one class and are shares of common stock.

## ARTICLE VII REGISTERED OFFICE

The street address of the place at which the Registered Office of the Company in the State of Florida will be located is 2700 North Miami Avenue, Miami, Florida 33127.

## ARTICLE VIII REGISTERED AGENT

The Company's Registered Agent is Reynaldo Hechavarria whose street address is 2700 North Miami Avenue, Miami, Florida 33127.

ARTICLE IX  
DIRECTORS

The initial number of directors of the Company shall be one (1), and the name and address of the one who shall act as such until the first annual meeting or until their successor(s) is or are duly elected and qualify is as follows:

Reynaldo Hechavarria

2700 North Miami Avenue,  
Miami, Florida 33127

The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until their successor(s) is/are elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than one (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Company may fix the number of directors at a number other than one (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than one (1), and to fill the vacancies created by such increase in the number of



directors.

Unless otherwise provided by the Bylaws of the Company, the directors of the Company need not be shareholders.

## ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows: Reynaldo Hechavarria of 2700 North Miami Avenue, Miami, Florida 33127.

## ARTICLE XI MANAGEMENT

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Company, and for creating, defining, limiting and regulating the powers of the Company, the directors and the shareholders.

The Board of Directors shall have the management and control of the property, business and affairs of the Company, and is hereby vested with all the powers possessed by the Company itself so far as is not inconsistent with law or these Articles of Incorporation. In Furtherance and without limitation of the foregoing provisions, it is expressly declared that, subject to these Articles of Incorporation, the Board of Directors shall have power:

- (i) To make, alter, amend or repeal from time to time Bylaws of the Company except as such power may otherwise be limited in the Bylaws.
- (ii) To authorize the purchase of shares of the Company in the open market or otherwise, provided the Company has assets legally

available for such purpose, and to pay for such shares in cash, securities or other assets then held or owned by the Company.

- (iii) To determine, as provided herein, or if provision is not made herein, in accordance with generally accepted accounting principles, what constitutes annual or other net profits; from time to time to fix and vary the amount to be reserved as working capital; to set apart out of any surplus of the Company such reserves in such amounts and for such proper purposes as it shall determine and to abolish any such reserves or any part thereof.
- (iv) To distribute dividends from funds legally available therefor in such accounts, if any, and in such manner and to the shareholders of record as of such date, as the Board of Directors may determine.
- (v) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid.

## ARTICLE XII

### DIRECTORS' CONFLICTS OF INTEREST

No contract or other transaction between this Company and one or more of its directors, or between this Company and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- (i) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (ii) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (iii) The contract or transaction is fair and reasonable as to the Company at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

### ARTICLE XIII INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Company, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Company, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Company, shall be indemnified by the Company, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful

misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Company shall pay such expenses, including attorneys' fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Company for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Company would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Company against any liability to the Company or its shareholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

#### ARTICLE XIV AMENDMENTS

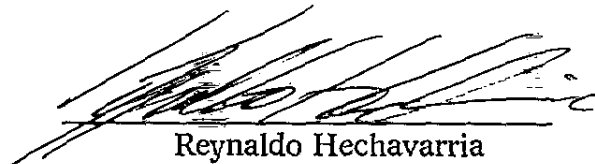
From time to time any of the provisions of these Articles of Incorporation may be

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amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in Articles of Incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Company at the time outstanding and entitled to vote, and all rights at any time conferred upon the shareholders of the Company by these Articles of Incorporation are subject to the provisions of this Article XIV.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Company shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 27<sup>th</sup> day of February, A. D. 2003.



Reynaldo Hechavarria

In compliance with the Florida Business Corporation Act, the following is submitted:

First, That A & R CUSTOM MADE STORE FIXTURES, INC., desiring to organize under the Florida Business Corporation Act, has named Reynaldo Hechavarria of 2700 North Miami Avenue, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F. S.

  
Reynaldo Hechavarria  
Registered Agent

Dated: this 27th day of February of 2003.

**FILED**  
03 MAR 10 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA