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(Requestor's Name)

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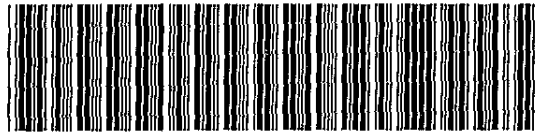
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03 OCT 28 PM 3:52  
TALLAHASSEE, FLORIDA

11/4/03

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SUZANNE GUASCH DESIGNS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: SUZANNE GUASCH  
Name (Printed or typed)

540 BRICKELL KEY DR. # 909  
Address

MIAMI, FL. 33131  
City, State & Zip

305-979-6606  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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03 OCT 28 PM 3:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SUZANNE GUASCH DESIGNS,INC.**

**ARTICLE I-NAME/MAILING ADDRESS.** The name of this corporation is:  
**SUZANNE GUASCH DESIGNS,INC.** The corporation's mailing address is:  
**540 BRICKELL KEY DRIVE #909 MIAMI, FL 33131**

**ARTICLE II- DURATION**

This corporation is to exist perpetually. It shall commence upon the signing of these Articles of Incorporation by the undersigned subscriber.

**ARTICLE III- PURPOSE**

This corporation is organized for the purpose of transacting any or all business permitted under the laws of United States of America and the laws of the State of Florida.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares at ten (\$25.00) Dollars par value.

Shares may be issue for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholder by right may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine consideration for the issuance of non-issuance or sale of treasury shares. This action by stockholders will not affect prior action by the Board. Shares may not be issued until the full amount of the consideration thereof has been paid. When payment of the consideration for which shares are to be issue shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

## **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 pro rata 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- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 540 Brickell Key Dr #909 Miami, Fl 33131 , and the name of the initial registered agent of this corporation at that address is **Suzanne Guasch**.

## **ARTICLE VII- INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the bylaws, but shall never be less than one(1).

## **ARTICLE VIII- INITIAL DIRECTOR**

The name and street address of each of the members of the initial Board of Directors of this corporation is:

**Suzanne Guasch**  
**540 Brickell Key Dr #909**  
**Miami , Fl 33131**

**President**  
**Treasurer**

**Emelina Perez-Abreu**  
**540 Brickell Key Dr #1224**  
**Miami, Fl 33131**

**Vice-President**  
**Secretary**

## **ARTICLE IX- INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time thereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being director or officer of the corporation, or by reason of an action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, shall reimburse each person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

## **ARTICLE X- REMOVAL OF DIRECTORS**

Any directors the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares the entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

## **ARTICLE XI- INCORPORATION**

The name and street address of each subscriber of these Articles if Incorporation is:

**SUZANNE GUASCH  
540 BRICKELL KEY DRIVE #909  
MIAMI, FL 33131**

## **ARTICLE XIII- BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed and new Bylaws may be adopted by the shareholders may prescribed in any Bylaws made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

#### **ARTICLE VIII- POWERS**

The corporation shall have all powers necessary or convenient to effect its purposes as enumerate in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business ands affairs of this corporation shall be managed under the Director of the Board of Directors.

#### **ARTICLE XIV- AMENDMENT**

These Articles of Incorporation may be amended I the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

**IN WITNESS WHEROF**, the undersigned subscribers have executed these Articles of Incorporation, this 21<sup>st</sup> day of October, 2003.

  
\_\_\_\_\_  
SUZANNE GUASCH

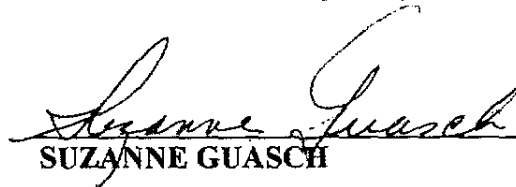
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

First that **SUZANNE GUASCH DESINGS, INC.**, desiring to organize under the laws of the State of Florida within its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named: **SUZANNE GUASCH, 540 BRICKELL KEY DRIVE #909 MIAMI, FL 33131, at 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
SUZANNE GUASCH

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03 OCT 28 PM 3:52  
CLERK OF STATE  
TALLAHASSEE, FLORIDA