

P03000147856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

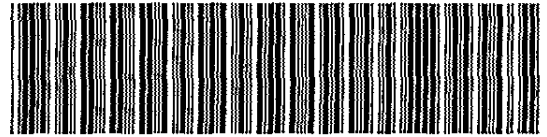
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100024245951

10/30/03--01026--008 \*\*87.50

FILED FILED  
03 DEC 10 AM 11:56 03 NOV 30 AM 10:02  
SECRETARY OF STATE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA TALLAHASSEE, FLORIDA

W03-32704  
g 11/5

TRANSMITTAL LETTER

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

SUBJECT: CARTE BLANCHE COUTURE INCORPORATED  
(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

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: TERRY-Ann Richards  
Name (Printed or typed)

12755 SW 49<sup>th</sup> COURT  
Address

MIRAMOR FL 33027-5825  
City, State & Zip

954-274-4400 - 305-829-4000  
Daytime Telephone number

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

original *[Signature]*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 5, 2003

TERRY-ANN RICHARDS  
12755 SW 49TH CT.  
MIRAMAR, FL 33027-5825

SUBJECT: CARTE BLANCHE COUTURE INCORPORATED  
Ref. Number: W03000032704

We have received your document for CARTE BLANCHE COUTURE INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

An effective date **may** be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 203A00060397

**ARTICLES OF INCORPORATION  
OF  
CARTE BLANCHE COUTURE INCORPORATED**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contact and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

FILED  
03 DEC 10 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is **CARTE BLANCHE COUTURE INCORPORATED** (hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the law of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is:

12755 SW 49<sup>th</sup> Court  
Miramar, Florida 33027

The mailing address is the same.

**ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Terry-Ann Richards  
12755 SW 49<sup>th</sup> Court  
Miramar, FL 33027

**ARTICLE V - OFFICERS**

The Officers of the Corporation shall be:

President: Terry-Ann Richards  
Secretary: Terry-Ann Richards

Whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE VI – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Terry-Ann Richards

Whose address shall be the same as the principal office of the Corporation.

**ARTICLE VII – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holder of common shares shall be entitled to have unlimited voting right on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon dissolution of the Corporation, shall be Entitled to receive the net assets of the Corporation.

7.4 No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shared stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such cons duration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time by setting or changing the preferences, conversions or either rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

### ARTICLE VIII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shared stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend;

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

### ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of Corporation.

### ARTICLE X – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### ARTICLE XI – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

**ARTICLE XII – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable of other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE XIII – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Terry-Ann Richards, located at 12755 SW 49<sup>th</sup> Court, Miramar, FL 33027. The name and address of the registered agent of this Corporation is Terry-Ann Richards, located at 12755 SW 49<sup>th</sup> Court, Miramar, FL 33027.

**ARTICLE XIV – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of amendment or repeal of the Bylaws.

**ARTICLE XV – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of the State, State of Florida.

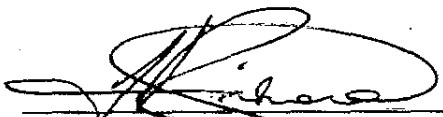
**ARTICLE XVI – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto or to add provision to these Articles of Incorporation, or in any amendment hereto, in any manner now or here after prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XVII – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent, of the Corporation against liability if authorized in the specific case after determination, in the manner required by board of directors that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstance because the director, officer, employees and agents has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contact or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be servable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this December 12, 2003

  
\_\_\_\_\_  
Terry Ann Richards, Incorporator



**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN ARTICLES OF INCORPORATION**

Terry-Ann Richards having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By:   
Terry-Ann Richards

FILED  
03 DEC 10 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA