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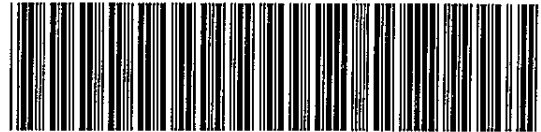
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CLERK OF COURT  
TALLAHASSEE, FLORIDA

03 DEC -8 PM 4:18

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## TRANSMITTAL LETTER

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

SUBJECT: VENITY, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☒ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Valerie Gardner  
Name (Printed or typed)

2175 N.W. 105th Street  
Address

Miami, FL 33147  
City, State & Zip

(305) 588-8141  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**VENITY, INC.**  
**A Florida Corporation For-Profit**

**FILED**  
03 DEC -8 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to the provision of sections 607 and 621, Florida Statutes, the undersigned Florida for-profit corporation adopts the following articles of incorporation.

**ARTICLE I**

The name of the corporation shall be VENITY, INC., (the "Corporation").

**ARTICLE II**

The mailing address and street address of the initial principal office of the Corporation shall be 2175 N.W. 105<sup>th</sup> Street, Miami, FL 33147.

**ARTICLE III**

The duration of the corporation is perpetual.

**ARTICLE IV**

The general purposes for which the corporation is organized are:

1. To provide professional telecommunication and telephone operator services for private businesses.
2. To engage in any other trade or business which can, in the opinion of the members of the corporation, be advantageously carried on in connection with and/or auxiliary to the foregoing business.
3. To engage in any and all lawful business within and without the State of Florida or United States for which corporations for profit may be organized under the provision of Chapters 607 and/or 621 of the Florida Statutes, as amended and supplemented.

## **ARTICLE V**

The aggregate number of shares which the corporation is authorized to issue is 1500 shares. Such shares shall have a par value of One Dollar (\$1.00) per share. All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Chapters 607 and/or 621 of the Florida Statutes. The corporation shall have all of the powers conferred upon corporations organized pursuant to Chapters 607 and/or 621, Florida Statutes, as amended and supplemented.

## **ARTICLE VI**

The initial directors and officers shall be as hereinafter designated:

Valerie Gardner  
2175 N.W. 105<sup>th</sup> Street  
Miami, FL 33147

Chairman of the Board  
of Directors and  
President

Valerie Gardner  
2175 N.W. 105<sup>th</sup> Street  
Miami, FL 33147

Vice President and  
Director

Valerie Gardner  
2175 N.W. 105<sup>th</sup> Street  
Miami, FL 33147

Secretary and Director

Valerie Gardner  
2175 N.W. 105<sup>th</sup> Street  
Miami, FL 33147

Treasurer and Director

## **ARTICLE VII**

The directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: 1) a director's duty of loyalty to the corporation or its stockholders; 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; 3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or 4) a transaction from which the director derived an improper personal benefit.

## **ARTICLE VIII**

The street address of the initial registered office of the Corporation is 2175 N.W. 105<sup>th</sup> Street, Miami, FL 33147, and the initial registered agent of the Corporation at that address is Valerie Gardner.

The name and address of the incorporator for the Corporation is Valerie Gardner, 2175 N.W. 105<sup>th</sup> Street, Miami, FL 33147.

**ARTICLE IX**

The mailing address of the Corporation is 2175 N.W. 105<sup>th</sup> Street, Miami, FL 33147.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of December, 2003.

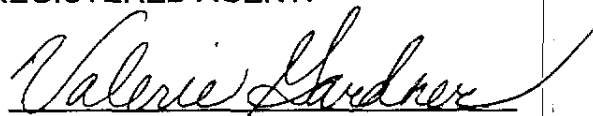
  
Valerie Gardner, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, 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 VENITY, INC.
2. The name and address of the registered agent is: Valerie Gardner, 2175 N.W. 105<sup>th</sup> Street, Miami, FL 33147.

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Valerie Gardner