



Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PASSI SHOES, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 25, 2004

FAS-T

SUBJECT: PASSI, INC.
REF: W04000007899

We have received your document for PASSI, INC. and your check(s) totaling \$. 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.

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

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Tracy Smith
Document Specialist
New Filings Section

FAX Aud. #: H04000038836
Letter Number: 304A00012654

CERTIFICATE OF INCORPORATION OF

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the Laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I NAME OF THE CORPORATION

The name of the proposed Corporation shall be:

PASSI SHOES, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 shares at \$ 1.00 par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is 1000.

Prepared by: Dorisa Gonzalez
D.G. Int'l Trading, Inc.
9866 N.W. 43rd Terr., Miami, Fl. 33178

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TALLAHASSEE, FLORIDA

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is: 19640 East Country Club Drive, Aventura, FL. 33180. The Board of Directors may, from time to time move the principal office to any other address of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have initially three (3) directors. The number of directors may increase or diminished from time to time by-laws adopted by the stockholders.

ARTICLE VIII
INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

President

Paolo Palermo
19640 East Country Drive
Aventura, FL. 33180

Vice-president

Federico Alejandro Schulz
7309 N.W. 113 Place
Doral, FL. 33178.

Treasurer -Secretary

Noreen Every-Clayton
19640 East Country Club Drive
Aventura, FL. 33180

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the **INCORPORATOR** is **Paolo Palermo**, 19640 East Country Club Drive, Aventura, Fl. 33180.

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ARTICLE X REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 19640 Country Club Drive, Aventura, Fl. 33180.

And the registered agent shall be

PAOLO PALERMO

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

ARTICLE XI AMENDMENT

This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, The undersigned has executed, acknowledged and filed the forgoing Articles of Incorporation under the Laws of the State of Florida this February 11, 2004.



INCORPORATOR
Paolo Palermo