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To:
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Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

victoria's playhouse II, inc.

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ARTICLES OF INCORPORATION

OF

VICTORIA'S PLAYHOUSE II, INC.

ARTICLE I
NAME

The name of this corporation is VICTORIA'S PLAYHOUSE II, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing on the date of filing of the certificate with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand shares of \$1.00 per value common stock, which shall be designated "Common Stock". All of said stock shall be payable in cash, real or personal property, and/or labor or services, at a just valuation to be fixed by the Board of Directors. The initial capitalization of the corporation shall be the sum of \$1,000.00.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation or existing issued stock of the corporation by a shareholder, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

FILED BY: Oscar J. Delgado, Esq., Fla. Bar # 342726
Ph: (305) 558-2156, 7950 N.W. 155 Street, Suite 104, Miami Lakes, Fl. 33016

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**ARTICLE VI
PRINCIPAL ADDRESS AND
DESIGNATION OF REGISTERED AGENT**

The street address of the initial principal place of business of the corporation is 12779 SW 88 STREET, Miami, FL 33186, the name of the initial registered agent, designated pursuant to Sec. 48.091 of Florida Statutes, of this corporation is Oscar J. Delgado whose address is 12779 SW 88 STREET, Miami, FL 33186.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

MARIA ELENA DELGADO
Director
11316 SW 88 TERRACE
Miami , FL 33186

FRANCISCO DELGADO
Director
11316 SW 88 TERRACE
Miami , FL 33186

**ARTICLE VIII
INCORPORATER**

The name and address of the person signing these Articles is:

OSCAR J. DELGADO
7950 NW 155 Street, SUITE 104
Miami Lakes, FL 33016

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors

and the shareholders.

**ARTICLE X
CUMULATIVE VOTING**

At each election of Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes, on the same principal, among any number of candidates.

**ARTICLE XI
INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of MARCH, 2004.



OSCAR J. DELGADO

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Before me a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Oscar J. Delgado known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and did or did not present a driver's license and acknowledged before me that the same was executed freely.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of _____, 2004.

NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



OSCAR J. DELGADO

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