

PO4000048686

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000053119 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : MICHAEL J. FREEMAN, P.A.
Account Number : 072720000142
Phone : (305) 442-1567
Fax Number : (305) 442-1227

*orig
rec
date*

FILED
04 MAR 15 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

attention

FLORIDA PROFIT CORPORATION OR P.A.

~~VARADERO, INC.~~ HAVANA Surf Corp.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

*please file
effective date
March 15, 2004*

Electronic Filing Menu

Corporate Filing

Public Access Help

*My Freeman
tel 305 442 1567*

AUDIT NO. H04000053119 3

ARTICLES OF INCORPORATION

OF

HAVANA SURF CORP.

ARTICLE I

The name of this corporation is: HAVANA SURF CORP.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is the import, export, manufacturing and distribution, wholesale and retail sale of clothing. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The initial place of business for this corporation is 777 N.W. 72nd Avenue, Suite 8H5, Miami, Florida 33126.

ARTICLE V

The mailing address of this corporation is 777 N.W. 72nd Avenue, Suite 8H5, Miami, Florida 33126.

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common
AUDIT NO. H04000053119 3

FILED
04 MAR 15 PM 11:43
SEVENTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

AUDIT NO. H04000053119 3

stock, which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have 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 VIII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

M.J.F. REGISTERED AGENT CORP.
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE IX

The names and post office address of the initial directors of this corporation are:

Patrick Bensimon
777 N.W. 72nd Avenue
Suite 2H5
Miami, Florida 33126

Ellie Akiba
777 N.W. 72nd Avenue
Suite 2H5
Miami, Florida 33126

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may

AUDIT NO. H04000053119 3

AUDIT NO. HD4000033119 3
be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the 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 her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

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

Patrick Bensimon
777 N.W. 72nd Avenue
Suite 3H5
Miami, Florida 33126

ARTICLE XII

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

AUDIT NO. HQ40000531119 3
among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida this 15th day of March 2004.

HAVANA SURF CORP.,
a Florida Corporation

By: _____

Patrick Bensimon
Incorporator

AUDIT NO. H04000053119 3

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Patrick Bensimon with knowledge that he is the incorporator of the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 15th day of March 2004.



Michael J. Freeman
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, HAVANA SURF CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 183 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVANA SURF CORP.
a Florida Corporation

By:

Patrick Bensimon
Patrick Bensimon

AUDIT NO. H04000053119 3

AUDIT NO. H04000033119 3

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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.

M. J. F. Registered Agent Corp.


Michael J. Freeman

Date: March 15 2004

This document was prepared by:
Michael J. Freeman, Esq.
155 Sevilla Avenue
Coral Gables, FL 33134
Florida Bar No: 0155834
Tel: (305) 442-1567

FILED
04 MAR 15 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NO. H04000033119 3