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LAW OFFICES
MICHAEL KAHN, P.A.
482 NORTH HARBOR CITY BLVD.
MELBOURNE, FLORIDA 32935

MICHAEL KAHN

TELEPHONE
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(321) 254-2127

April 23, 2004

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

Re: Articles of Incorporation of Esteem Clothiers, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced entity along with a check in the amount of \$70.00 for the filing fee of said document.

Please file the Articles of Incorporation with the Secretary of State on the date of delivery or as soon thereafter as possible and return a copy by U.S. Mail at your earliest opportunity. I have enclosed a self addressed, stamped envelope for your convenience.

If you need further information, please do not hesitate to contact me.

Very truly yours,

Michael Kahn
Michael Kahn

/rm
cc: Client
enclosures: as stated

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ARTICLES OF INCORPORATION
OF
ESTEEM CLOTHIERS, INC.

I, **THE UNDERSIGNED**, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Esteem Clothiers, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

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ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of 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 VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

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

Brenda A. McKee
3561 Sparrow Lane
Melbourne, FL 32935

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 482 N. Harbor City Blvd., Melbourne, FL 32935 and the name of the initial registered agent of this corporation is Michael Kahn, Esq.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Brenda A. McKee
3561 Sparrow Lane
Melbourne, FL 32935

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this ____ day of April, 2004.

Brenda A. McKee
Brenda A. McKee

STATE OF FLORIDA

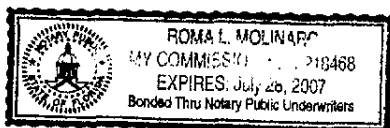
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared Brenda A. McKee to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that she executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this 23rd day of April, 2004.

(Notarial Seal)

Roma L. Molinaro
Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST, that Esteem Clothiers, Inc., a Florida Corporation qualified to do business
under the laws of this State, with its principal office at 1920 S. Babcock Street, Melbourne,
FL 32901 has appointed Michael Kahn, Esq. as its agent to accept service of process
within the State.

Having been named to accept service of process for the above stated Corporation,
at the place designated in this certificate, I hereby comply with the provisions of said Act
relative to keeping open said office.



Michael Kahn
Registered Agent

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