

**P04000079693**

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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  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**angel's design empire, inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF:**

**ANGEL'S DESIGN EMPIRE, INC.**

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TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME:** The name of this corporation is: **ANGEL'S DESIGN EMPIRE, INC.**

**LOCATION:** 4106 Aurora Street  
Coral Gables, Florida 33146.

**ARTICLE II**

**DURATION:** This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

**ARTICLE III**

**PURPOSE:** This Corporation is organized under the laws of the State of Florida, for the purposes of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation is authorized to issue: **ONE HUNDRED (100)**  
**SHARES** of **ONE HUNDRED DOLLARS (\$100)** par value common stock.

**ARTICLE V**

**RIGHTS UPON LIQUIDATION OR DISSOLUTION:** In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

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**ARTICLE VI**

**PREEMPTIVE RIGHTS:** Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase (his) (her) pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII**

**INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT:** The street address of the initialed registered office of this corporation is:

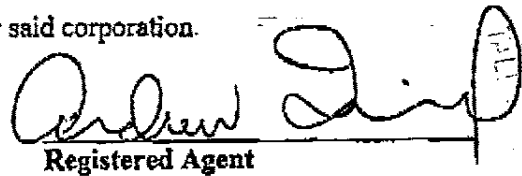
1001 N. Federal Highway  
Suite 352  
Hallandale, Florida 33009

The name of the initial registered agent of the corporation at that address is:

Andrew M. David, Esq.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated: May 14, 2004



Registered Agent  
Printed Name:

ANDREW M. DAVID

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#### **ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS:** This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The name of the initial directors of this corporation are as follows:

**President:**           **ANGEL PUENTES**

**Vice President:**

**Secretary:**

#### **ARTICLE IX**

**INCORPORATORS:** The names and addresses of the persons signing these Articles are:

**ANGEL PUENTES**  
4106 Aurora Street  
Coral Gables, Florida 33146

#### **ARTICLE X**

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

#### **ARTICLE XI**

**RESTRICTIONS ON THE TRANSFER OF STOCK:** Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<b>ANGEL'S EMPIRE &amp; INVESTMENT, INC.</b>	<b>100 SHARES</b>
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others 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 among all of the shareholders and this corporation.

#### **ARTICLE XII**

**CUMULATIVE VOTING:** At each election for directors, each 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 the time multiplied by the number of shares, or distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XIII**

**CALLING OF SPECIAL MEETINGS:** Special meeting of the shareholders may be called by the Board of Directors.

#### **ARTICLE XIV**

**SHAREHOLDER QUORUM AND VOTING:** Fifty percent (50%) of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent (50%) of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV**

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

May

**ANGEL PUENTES, President**

STATE OF FLORIDA )

be person in and who is personally known to have executed the same for purposes therein

May



**Notary Public, State of Florida, At Large**

ANDREW M. DAVID

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