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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 AUG 17 P 1:47

FILED

FLORIDA PROFIT CORPORATION OR P.A.

carolina used clothing, inc.

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ARTICLES OF INCORPORATION
OF
CAROLINA USED CLOTHING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be CAROLINA USED CLOTHING, INC.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade manufacture, deal in and

RAOUL GARCIA-VIDAL, P.A.
PENTHOUSE 2-C
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
FLORIDA BAR NO.: 209589

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with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 6455 N.E. 2nd Avenue, Miami, Florida 33138 but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, who is located at the street address of 2655 Le Jeune Road, Penthouse 2-C, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five ((5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may

make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ZORAIDA SANCHEZ	252 Three Islands Blvd. Apt. 208 Hallandale, Florida 33009

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Garcia-Vidal	2655 LeJeune Road, PH 2-C Coral Gables, Florida 33134

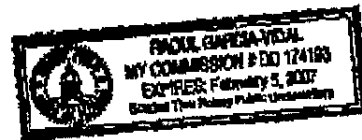
herein and who executed the foregoing Articles of Incorporation of CAROLINA USED CLOTHING, INC., and he freely and voluntarily acknowledged before me, according to the law, that he made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 16th day of August, 2004.

Print:

RAOUL GARCIA-VIDAL
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCEEDS WITHIN
THIS STATE, NAMING RESIDENT AGENT UPON
WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT CAROLINA USED CLOTHING, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 6455 N.E. 2nd Avenue, Miami, Florida 33138, has named RAOUL GARCIA-VIDAL, located at 2655 Le Jeune Road, Penthouse 2-C, Coral Gables, Florida 33134, as it's registered Agent to accept process within the State of Florida.

BY:

RAOUL GARCIA-VIDAL
Registered Agent

ACKNOWLEDGEMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act in regard to keeping open said office.

BY:

RAOUL GARCIA-VIDAL

7692-01, AFT, v04

RAOUL GARCIA-VIDAL, P.A.
PENTHOUSE 2-C
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
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