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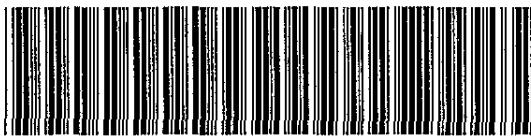
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1004 SEP 22 2004
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

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

SUBJECT: Belinda's Couture, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Patrizia Salvaggio _____
Name (Printed or typed)

4875 North Federal Highway, Seventh Floor _____
Address

Fort Lauderdale, Florida 33308 _____
City, State & Zip

(954) 772-5151 _____
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

OF

BELINDA'S COUTURE, INC.

2004 SEP 22 P 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be **BELINDA'S COUTURE, INC.**

II. BUSINESS AND POWERS

SECTION A: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

SECTION B: To carry on its operations and conduct business as a retail and wholesale women's boutique in any state, in the District of Columbia, in any territory, dependency or possession of the United States, and in any foreign country.

SECTION C: To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body under the Government of the United States or any state, territory or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this State.

SECTION D: To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION E: To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures and other securities and obligations of any government, state, municipality, corporation, association or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

SECTION F: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

SECTION G: To have one or more offices and to do each and every thing necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects hereinabove enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy all the rights and privileges of the corporations for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other

business or power of said Corporation.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be **FIVE HUNDRED (500)** shares of common stock having a par value of **\$1.00** per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or on-going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than **FIVE HUNDRED DOLLARS (\$500.00)**.

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 917 Washington Avenue, Miami Beach, Florida 33139

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than four (4) or as may be modified in accordance with the terms and conditions of the By-Laws of the Corporation.

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
BELINDA RIGGIO	3725 South Ocean Drive Hollywood, Florida 33019
SALVATORE RIGGIO	3725 South Ocean Drive Hollywood, Florida 33019

IX. INITIAL OFFICERS

The names and street addresses of the first Officers, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
SALVATORE RIGGIO	PRESIDENT	3725 South Ocean Drive Hollywood, Florida 33019
BELINDA RIGGIO	VICE-PRESIDENT SECRETARY	3725 South Ocean Drive Hollywood, Florida 33019

X. INCORPORATORS

The name and street address of each person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
PATRIZIA SALVAGGIO	4875 North Federal Highway, 7 th Floor Fort Lauderdale, Florida 33308

XI. ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the corporation shall have the right, upon its organization, to assign and deliver the subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

XII. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To declare and pay dividends upon the shares of capital stock of the Corporation either out of net assets in excess of liabilities including capital or out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for working

capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in or of capital charge, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G: To use or apply any funds of the Corporation lawfully available therefore for the purchase or acquisition of shares of the capital stock or bonds or other securities of the Corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter or change, one or more plan or plans for:

(i) The issuance or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services or otherwise;

(ii) The participation by any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries in the profits of the Corporation or of any branch, division or subsidiary thereof, as part of the Corporation's legitimate expenses; and,

(iii) The furnishing of any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertability or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in or pledging of, as security therefore, any part of all the property of the Corporation, real or personal, including after acquired property.

XIII. TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

XIV. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XV. PRE-EMPTIVE RIGHTS

No shareholder of the Corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of the Corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of the Corporation convertible into shares hereafter issued, optioned or sold by the Corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes or securities of the Corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the Corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the Corporation presently authorized, and any and all debentures, bonds, notes or securities of the Corporation which may be hereafter authorized, may at any time be issued, optioned and contracted for sale, sold and disposed of by the direction of the Board of Directors of the Corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders.

XVI. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

XVII. INITIAL REGISTERED OFFICE AND AGENT

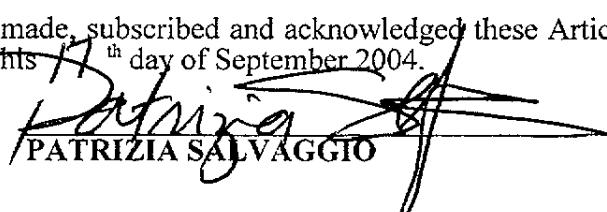
The street address of the initial registered office of this Corporation is **4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33308**, and the name of the initial registered agent of this Corporation at that address is **PATRIZIA SALVAGGIO**.

XVIII. EFFECTIVE DATE

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 15th day of September 2004.

STATE OF FLORIDA)
COUNTY OF BROWARD)



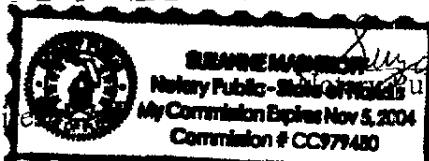
PATRIZIA SALVAGGIO

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared **PATRIZIA SALVAGGIO**, who is personally known to me or who produced his driver's license as identification, who took an oath and who is well known to be the Incorporator described in and who

executed the foregoing Articles of Incorporation of **BELINDA'S COUTURE, INC.**, and he executed the same as such Incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Florida, on this 17th day of September 2004.

My Commission Expires



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **BELINDA'S COUTURE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 12389 SW 1st Street, Coral Springs, Florida 33071 has named **PATRIZIA SALVAGGIO**, located at **4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33308**, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated 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 relative to keeping open said office.

Patrizia Salvaggio
PATRIZIA SALVAGGIO
DATED: September 17, 2004

100 SEP 22 P 12 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED