

P04 0001454 72

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.**

((H04000210717 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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

2004 OCT 21 A 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

**design 4 less, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED

2004 OCT 21 A 8:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H04000210717

ARTICLES OF INCORPORATION

DESIGN 4 LESS, INC.

ARTICLE I - NAME

The name of this corporation is: **DESIGN 4 LESS, INC.**

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue up to five hundred (500) shares of common stock with a par value of \$1.00 dollar per share.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which, is hereby reserved unto stockholders by right, may and is hereby delegated, unto the Board of Directors.

The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board in writing, their decision to determine the consideration for the issuance of non-issued or sales of treasure shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or the disposal of treasure shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid.

H04000210717

When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class series as that which he already holds, shall have the right to purchase his prorata 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 - PRINCIPAL OFFICE AND REGISTER AGENT**

The street address of the principal office of this corporation is 1485 N.E. 121 Street Suite D406, Miami, Florida 33161 the name of the initial Registered Agent of this corporation at that address is Rudy Berger.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribe by the by-laws, but shall never be less than one (1).

#### **ARTICLE VIII - INITIAL DIRECTORS**

The name and street address of each of the members of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Rudy Berger President	1485 N.E. 121 Street, Suite D406 Miami, FL 33161
Rudy Berger Vice President	1485 N.E. 121 Street, Suite D406 Miami, FL 33161
Rudy Berger Secretary	1485 N.E. 121 Street, Suite D406 Miami, FL 33161
Rudy Berger Registered Agent	1485 N.E. 121 Street, Suite D406 Miami, FL 33161

## **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this 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 having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by her in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of her duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and other corporation, and no act of this corporation shall in any way be effected or invalidated by the act that any of the directors of the corporation are peculiarly or otherwise in, or are directors of officers of, such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there at to authorize any such contract or transaction, with the like force and effect as if were not such director or officer of such other corporation or not so interested.

## **ARTICLE X - REMOVAL OF DIRECTORS**

Any Director or the Board of Directors may be removed, with or without cause, by the vote of the holders of a majority of shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

## **ARTICLE XI - INCORPORATORS**

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

NAME	ADDRESS
Rudy Berger President	1485 N.E. 121 Street, Suite D406 Miami, FL 33161
Rudy Berger Vice President	1485 N.E. 121 Street, Suite D406 Miami, FL 33161
Rudy Berger Secretary	1485 N.E. 121 Street, Suite D406 Miami, FL 33161
Rudy Berger Registered Agent	1485 N.E. 121 Street, Suite D406 Miami, FL 33161

## **ARTICLE XII - BY LAWS**

The power to adopt, alter, Amend, or repeal by-laws shall be vested in the Board of Directors. BY-LAWS shall be vested in the Board of Directors. BY-LAWS adopted by the Board of Directors may be repealed or change and new BY-LAWS may be adopted by the shareholders, and the shareholders may prescribe in any BY-LAWS made by them that such BY-LAWS shall not be altered, amended, or repealed by the Board of Directors.

## **ARTICLE XIII - POWERS**

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act. All corporate powers shall be executed by under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

## **ARTICLE XIV - AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by the Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20<sup>th</sup> day of October, 2004.

Jessica deCorte  
Witness

[Signature]  
Witness

[Signature]  
President

[Signature]  
Vice President, Registered Agent, Secretary

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

The Foregoing Instrument was acknowledged before me this 22<sup>nd</sup> day of October, 2004,  
by Budy Berger who has provided Florida Drivers License #  
\_\_\_\_\_ as identification or who is personally known by me  
and who did/did not take an oath.

Michael A. Voigt  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

\_\_\_\_\_  
PRINT NAME, NOTARY PUBLIC



Michael A Voigt  
My Commission DD185815  
Expires December 08, 2008

TOTAL P.08

**CERTIFICATE OF DESIGNATION  
REGISTER AGENT/PRINCIPAL OFFICE**

Pursuant to Section 607.0501, Florida Statutes, the following is submitted, in

Compliance with said Act:

**FIRST: DESIGN 4 LESS, INC.**

Desiring to organize under the laws of the State of Florida with its principal office  
as indicated in the Articles of Incorporation at the City of Miami, County of  
Dade, State of Florida, has named **RUDY BERGER** located at 1485 N.E. 121 Street,  
Suite D406, Miami, Florida 33161 as its Registered Agent and Principal Office to Accept  
Services of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated  
corporation, at the place designated in this capacity, I agree to comply with the  
provision of said Act relative to keeping open said office.

RUDY BERGER

STATE OF FLORIDA)

COUNTY OF DADE )

The Foregoing Instrument was acknowledged before me this 20<sup>th</sup> day of October, 2004, by  
**RUDY BERGER** who has provided Florida Drivers License # \_\_\_\_\_ as  
identification and who did/did not take an oath.

Michael A. Webb  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

PRINT NAME Michael A. Webb  
NOTARY PUBLIC  
Expires December 08, 2008

H04000210717