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Eagle Hill Corporation

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ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAMEThe name of the corporation shall be: **Eagle Hill Corporation****ARTICLE II PRINCIPAL OFFICE**The principal place of business and mailing address of this corporation shall be:
20533 Biscayne Blvd., Suite 802, Aventura, Florida 33180.**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: The purposes or purposes which the corporation is authorized to pursue are: manufacturing, processing, buying, selling, photographing, printing and/or otherwise dealing in all kinds of clothing, apparel, hats, fashion accessories, jewelry, underwear, childrens wear, lounge wear, intimate apparel, novelties, promotional wear, promotional products, and other articles of a similar nature; manufacturing, processing, buying, selling, photographing, printing and otherwise dealing in other articles of personal property bearing the names, pictures, likenesses and/or reproduction of any clothing, apparel, hats, fashion accessories, jewelry, underwear, childrens wear, loungewear, intimate apparel, novelties, promotional wear, promotional products, and other articles of a similar nature; to apply for, obtain, register, purchase, lease, or otherwise to acquire and hold, own, use, develop, operate and to introduce, and to sell, assign, grant and/or receive licenses or territorial rights in respect to, or otherwise dispose of, any copyrights, trademarks, trade names, patents, labels, patent rights or letters patent of the United States, or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise; and generally to engage in any other lawful business, except as hereinafter and/or by law prohibited; and generally to do any and all acts necessary, incident or related to any of the foregoing specific purpose. In addition to the foregoing, said corporation shall have the following power and authority, viz:-- To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power: (a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter; (b) to sue and be sued in its corporate name; (c) to have and use a common seal, and alter the same at pleasure; (d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties; (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs; (f) to make contracts, incur liabilities and borrow money; (g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation; (h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

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(i) to guarantee any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government; (j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require; and (k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$0.01.

ARTICLE V OFFICERS/DIRECTORS

The initial director of the corporation is:

Henry Lee, 20533 Biscayne Blvd., Suite 802, Aventura, Florida 33180

The initial officers of the corporation are:

Antonio Tang, President, 20533 Biscayne Blvd., Suite 802, Aventura, Florida 33180

Jose Tang, Vice-President, 20533 Biscayne Blvd., Suite 802, Aventura, Florida 33180

Ines Tang, Secretary, 20533 Biscayne Blvd., Suite 802, Aventura, Florida 33180

Luis Tang, Treasurer, 20533 Biscayne Blvd., Suite 802, Aventura, Florida 33180

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Business Filings Incorporated, 660 East Jefferson Street, Tallahassee, Florida 32301. Located in the County of Leon.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Business Filings Incorporated, Mark Schiff, AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature: _____

Business Filings Incorporated

Date: December 9, 2004

Signature: _____

Business Filings Incorporated, Incorporator
Mark Schiff, AVP

Date: December 9, 2004

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300

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