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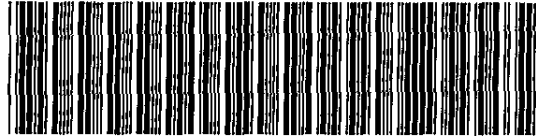
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. F.M. URBAN GEAR, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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(Corporation Name)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**CERTIFICATE OF INCORPORATION
OF
F.M. URBAN GEAR, INC.**

FILED

2005 APR 13 P 2:24

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate(s) themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is :

F.M. Urban Gear, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to purchase, sell, and manufacture clothing and any other valid and legal purpose and ...

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other corporation of the State of Florida or any other state government, and while the owner of such stock, to exercise all rights, power and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is six hundred (600) shares of common stock having a nominal value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$600.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the initial office of this corporation in the State of Florida is 2560 N.W. 20 Street, Miami, Florida 33142.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) Director(s) initially. The number of Director(s) may be increased or diminished from time to time by a bylaw adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS & OFFICERS

The name(s) and post office address(es) of the member(s) of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Khalid I. Ahmed	2560 N.W. 20 Street Miami, FL 33142	P/S/D

ARTICLE IX. SUBSCRIBERS

The name(s) and post office address(es) of each subscriber to these Articles of Incorporation and percentages of shares of each subscriber is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Khalid I. Ahmed	2560 N.W. 20 Street Miami, FL 33142	100%

ARTICLE X. REGISTERED OFFICE AND REGISTERED

The registered office shall be located at 2560 N.W. 20 Terrace, Miami, Florida 33142

and Khalid I. Ahmed has been named as Resident Agent and to accept service.

ARTICLE XL AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

KHALID I Ahmed
KHALID I. AHMED

NOTARY CERTIFICATE

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Khalid I. Ahmed to me known to be the person(s) described as subscriber(s) and who executed the foregoing described Articles of Incorporation, and they acknowledged before me that they subscribed their name(s) hereto for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 11th day of April, 2005.

MY COMMISSION EXPIRES:



ROMINA YANEZ
MY COMMISSION # DD 177443
EXPIRES: April 3, 2007
Bonded Thru Budget Notary Services

Notary Public

Print Name:

Romina Yanez