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06/27/05--01039--003 **78.75

EFFECTIVE DATE
06/23/2005

2005 JUN 27 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUN 28 2005

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s a t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
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Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

June 24, 2005

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

RE: TEAM FASHION USA, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Carrie Fagan, Legal Assistant

ARTICLES OF INCORPORATION
OF
TEAM FASHION USA, INC.

FILED

2005 JUN 27 AM 8:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is Team Fashion USA, Inc.

Article II

EFFECTIVE DATE
06/23/2005

Principal Office. The address of the principal office of the Corporation is 7257 N.W. 4th Blvd., #5, Gainesville FL 32607.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 7257 N.W. 4th Blvd., #5, Gainesville FL 32607, and the name of the initial registered agent of this Corporation is David G. Bushnell.

Article VIII

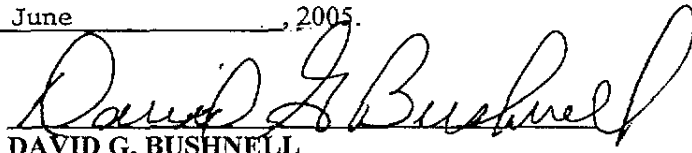
Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is:

David G. Bushnell
7257 N.W. 4th Blvd., #5
Gainesville FL 32607

Article IX

Incorporator. The name and address of the person signing these Articles is David G. Bushnell, 7257 N.W. 4th Blvd., #5, Gainesville FL 32607.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of June, 2005.



DAVID G. BUSHNELL
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 23 day of June, 2005, by DAVID G. BUSHNELL who is personally known to me, or who produced his Florida Driver License as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.



(SEAL)

Notary Public
My Commission Expires:

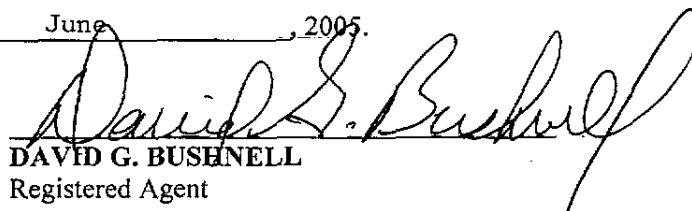


Bruce Brashear
MY COMMISSION # DD092191 EXPIRES
March 4, 2006
BONDED THRU TROY FAJN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **TEAM FASHION USA, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 23 day of June, 2005.


DAVID G. BUSHNELL
Registered Agent