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TRANSMITTAL LETTER

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

SUBJECT: HELEN'S TROPICAL EXOTICS, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: LAW OFFICES OF W. GEORGE ALLEN

Name (printed or typed)

800 S E 3rd Avenue. PM

Address

Fort Lauderdale, Florida 33316

City, State & Zip

954 463 6681

Daytime Telephone number

CS AUG-8 F1017

CERTIFICATE OF DOMESTICATION

The undersigned, Helen Willinsky, Chief Executive Officer,
(Name) (Title)

of HELEN'S TROPICAL EXOTICS, INC. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was November 3, 1987.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Atlanta, Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was HELEN'S TROPICAL EXOTICS, INC..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is HELEN'S TROPICAL EXOTICS, INC..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Atlanta Georgia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Helen Willinsky, of 777 Bayshore Drive #403, Fort Lauderdale, Florida 33304

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 29th day of July, 2005.

Helen Willinsky
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
OF
HELEN'S TROPICAL-EXOTICS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

HELEN'S TROPICAL-EXOTICS, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this Corporation is:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

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

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of 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 manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class and kind, except that it is not to conduct the following types of businesses: telephone or cemetery, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred Shares (500) of common stock with a par value of One (\$1.00) Dollars per share. The actual consideration to be paid for each share shall be fixed by the Stockholders.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V - INITIAL ADDRESS

The post office address of the corporation shall be:

777 Bayshore Drive, #403
Fort Lauderdale, Florida 33304

The stockholders may from time to time move the principal office to any other address in the State of Florida. The Registered Agent shall be HELEN WILLINSKY and the Registered Agent's office shall be 777 Bayshore Drive, #403, Fort Lauderdale, Florida 33316.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from

time to time by the By-Laws, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTOR(S)

The name and street address of the initial director of this corporation is:

HELEN WILLINSKY
777 Bayshore Drive, #402
Fort Lauderdale, Florida 33304

ARTICLE VII - INITIAL SUBSCRIBER

The name and street address of the incorporator of these Articles of Incorporation is:

HELEN WILLINSKY
777 Bayshore Drive, #403
Fort Lauderdale, Florida 33304

ARTICLE VIII - RIGHT TO AMEND

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the subscriber, hereto has affixed hereunto his hand and seal this 1st day of August 2005.

Helen Willinsky

HELEN WILLINSKY

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

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

First: That **HELEN'S TROPICAL-EXOTICS, INC.**, desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation at
777 Bayshore Drive, #403, Fort Lauderdale, Florida 33304 and
HELEN WILLINSKY as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at 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.

Helen Willinsky

HELEN WILLINSKY
Registered Agent

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