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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Transmittal Letter

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

SUBJECT: Netshops USA , Inc.

Enclosed please find the original and (1) copy of the articles of
incorporation and a check
in the amount of \$78.75 Filing Fee & Certified Copy

FROM: M. Roy Sheen III
P.O. Box 738
Bokeelia Fl 33922

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit Corporation -

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

Article I: The name of the corporation shall be:

Netshops USA Inc.

Article II: The place in the State of Florida where

its principal office is to be located is:

5261 Pine Island Road Suite 101

Bokeelia Florida 3922

Article III: The purpose for which this corporation is formed is to engage in

any Lawful act or activity. The corporation initially intends to engage in the business of: **Retail Sales**

Article IV :The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be; Common Stock No Par Value

The number of shares which the corporation is authorized to have outstanding is: 100

Article V :The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

M. Roy Sheen III P.O. Box 738 Bokeelia Fl 33922

Jan T Sheen P.O. Box 738 Bokeelia Fl 33922

Article VI: The name and post office address of the initial

Registered Agent for the corporation is:

M. Roy Sheen III 5261 Pine Island Road Suite 101 Bokeelia Fl 33922

Article VII: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the

Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of 2 in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

M. Roy Sheen III P.O. Box 738 Bokeelia Fl
Jan T Sheen P.O. Box 738 Bokeelia Fl

Article VIII: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

Article IV: The fiscal year of the corporation shall be from January 1st
to Dec 31st each year.

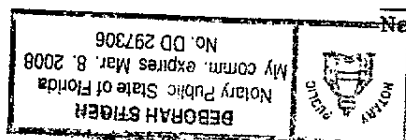
TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
14th day of September, 2005.

[Signature]
[Signature]

State of FL)
County of Lee) SS.

On this day, before me, the undersigned authority, in and for
and residing in the above County and State, personally appeared
the Incorporators whose signatures appear above, are personally
known to me to be the same person(s) whose name(s) is/are
subscribed to the foregoing document, and, being duly sworn, they
verified that the information contained in the foregoing document
is true and correct on personal knowledge and acknowledged that
said document was signed as a free and voluntary act.

Subscribed and sworn to this 14th day of September, 192005.




[Signature]
Name and signature Deborah Stiger

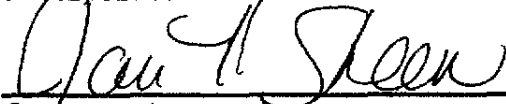
My commission expires: March 8, 2008

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent

Mr. Roy Sheen III


Incorporator


Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA