

Division of Corporations

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DIVISION
Page 1 of 1

06 MAR -1 PM 12:13

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FLORIDA PROFIT/NON PROFIT CORPORATION

BAYSHORE BRANDS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

Help

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DIVISION
06 MAR -1 PM 12:13

**ARTICLES OF INCORPORATION
OF
BAYSHORE BRANDS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be BAYSHORE BRANDS, INC. the existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved by law.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:
2600 S. Douglas Road, PH-6, Coral Gables, Florida 33134

**ARTICLE III
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with par value of one (\$1.00) dollar per share.

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**ARTICLE V INITIAL
REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is:

Jose I. Padial, CPA
2600 S. Douglas Road PH-6
Coral Gables, Florida 33134

**ARTICLE VI
INCORPORATOR**

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

Amarylis Guindin
2600 S. Douglas Road PH-6
Coral Gables, Florida 33134

ARTICLE VII OFFICERS AND DIRECTORS

The initial board of directors of the corporation shall be composed of one director. The name and address of the initial officers and directors who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Amarylis Guindin - President and Secretary
2600 S. Douglas Rd PH-6
Coral Gables, FL 33134

The undersigned Incorporator has executed these Articles of Incorporation this 1st day
of MARCH 2006


Amarylis Guindin

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CERTIFICATE OF DESIGNATION

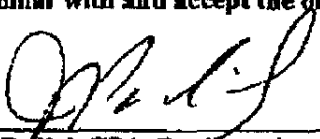
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **BAYSHORE BRANDS, INC.**
2. The name and address of the registered agent and office is:

**Jose I. Padial, CPA
2600 S. Douglas Road PH- 6
Coral Gables, Florida 33134**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Jose I. Padial, CPA, Registered Agent

Dated: March 1, 2006

06 MAR - 1 PM 12:14
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