

**P06000100253**

**Florida Department of State  
Division of Corporations  
Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000192328 3)))



H060001923283ABC+

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**juice face, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 JUL 31 PM 1:44

**FILED**

Howe 19  
FILED  
2008 JUL 31 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

6

OF

JUICE FACE, INC.

We hereby associate to form a stock corporation under the provisions of Chapter 607 of the laws of the State of Florida and to that end set forth the following:

ARTICLE I: NAME OF CORPORATION

The name and the address of the corporation are: Juice Face, Inc.  
4973 SW 168<sup>th</sup> Avenue, Miramar Florida 33027

ARTICLE II: PURPOSES OF THE CORPORATION

The purpose for which the corporation is organized is to engage in any or all lawful business for which corporation may be incorporated under Florida's statutory corporation law or under any act amendatory thereof supplemental there to or in substitution therefore.

ARTICLE III: POWERS OF THE CORPORATION

In furtherance of the foregoing purposes of the corporation, the corporation shall have all the powers permitted such corporations under Florida law, specifically including the provisions of Section 607.11 of the Florida Statutes, subject to any restrictions and limitations provided these Articles of Incorporation, the Bylaws of the Corporation, and any applicable resolution of the Stockholders, or by law. The corporation's powers shall include but not limited to the power:

A. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

B. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

miramar  
JUL-31-2006 10:48  
EMPIRE CORP.

C. To pay compensation or to pay additional compensation to any or all directors, officers, and employees on account of services previously rendered to the Corporation was made before such services were rendered.

D. To make contracts and guarantees and incur liabilities, to borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

E. To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.

F. To indemnify and insure officers, directors, employees and agents.

#### ARTICLE IV: CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE Hundred (100), to consist of ONE (1) class only, the par value of such shares to be at ONE DOLLAR (\$1.00) per share. All of said stocks shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation, to be fixed by the board of Directors of this corporation. The payment does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid.

#### ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock, but not treasury stock, of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rate share at the price at which it is offered to others.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 4973 SW 168<sup>th</sup> Avenue, Miramar Florida 33027 and the name of the initial registered agent at such address is Herson A. Rodriguez, director of the corporation and resident of the State of Florida.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be two(2). The names and addresses of the Director(s) who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

Pres/Dir                      Herson A. Rodriguez  
                                 4973 SW 168<sup>th</sup> Avenue  
                                 Miramar, FL 33027

V-Pres/Dir                    Migdalia Rivera  
                                 4973 SW 168<sup>th</sup> Avenue  
                                 Miramar, FL 33027

The number of Directors of the corporation may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1). The manner in which Directors shall be chosen and removed from office, their qualifications, powers compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meeting of the Board of Directors shall be as stated in the Bylaws.

ARTICLE VIII: AMENDMENT OF ARTICLE OF INCORPORATION

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

ARTICLE IX: BYLAWS

The power to adopt, alter amend or repeal Bylaws shall be vested solely in the shareholders.

ARTICLE X: DURATION OF THE CORPORATION

The duration of this corporation shall be perpetual.

ARTICLE XI: INCORPORATOR

The name and address of the person signing these Articles is:  
Herson A. Rodriguez, 4973 SW 168<sup>th</sup> Avenue, Miramar, FL 33027

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 31<sup>st</sup> day of July, 2006 and acknowledge the same to be my act.

  
Herson A. Rodriguez, Incorporator

H00000192328

CERTIFICATE DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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: Juice Face, Inc.
2. The name and address of the registered agent and office is:

Herson A. Rodriguez  
4973 SW 168<sup>th</sup> Avenue  
Miramar, FL 33027

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 ALL 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.

SIGNATURE

Herson Rodriguez

DATE

07-31-06

2006 JUL 31 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H00000192328