

Sent By: Rothman & Tobin, P.A.
Division of Corporations

30 5 7175

Oct-11 12: PM

Page 1 of 1

P060000130058

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.

((H06000244207 3)))



H060002442073ABCZ

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 : ROTHMAN & TOBIN, P.A.
Account Number : I20000000031
Phone : (305) 895-3225
Fax Number : (305) 895-7175

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 OCT 11 PM 12:36

FLORIDA PROFIT/NON PROFIT CORPORATION

FLEURISSIMA RETAIL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

Handwritten signature/initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H06000244207 3

ARTICLES OF INCORPORATION

OF

FLEURISSIMA RETAIL, INC.

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

FLEURISSIMA RETAIL, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of One Thousand Shares (1,000) of

H06000244207 3

H06000244207 3

common stock with a value of 1.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 4242 NE 2nd Ave, Miami, FL 33137, or such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE VIII

REGISTERED AGENT

The Registered Agent of this Corporation shall be ANTOINE LAMARCHE whose mailing address is 4242 NE 2nd Ave, Miami, FL 33137.

H06000244207 3

ARTICLE IX

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE X

DIRECTORS

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

NAME

ADDRESS

Emilio Robba

4242 NE 2nd Ave

Miami, FL 33137

Mary J. Hardy

303 Cognewaugh Road

Greenwich, COS COB, CT 06807

Michel Robba

4242 NE 2nd Ave

Miami, FL 33137

Jean-Pierre De Regaini

5 Rue De La Banque

Paris 75002 France

H06000244207 3

ARTICLE XI

OFFICERS

The names and post office addresses of the initial Officers of the Corporation, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

NAME

Emilio Robba - President

Mary J. Hardy – VP, Secretary

Michel Robba – VP

Jean-Pierre De Regaini – VP, Treasurer

ARTICLE XII

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction,

H06000244207 3

with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XIII

AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

FLEURISSIMA RETAIL, INC., a
Florida corporation


By: Michel Robba, Incorporator

H06000244207 3

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared the above within named Emilio Robba known by me to be the person who executed the foregoing Articles of Incorporation of FLEURISSIMA RETAIL, INC., who acknowledged before me, according to Law, that they made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 29th day of September, 2006.


Notary Public, State of Florida
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H06000244207 3

06 OCT 11 PM 12:36

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That FLEURISSIMA RETAIL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 4242 NE 2nd Ave, Miami, FL 33137, City of Miami, County of Miami-Dade, has named Antoine Lamarche, located at 4242 NE 2nd Ave, Miami, FL 33137, City of Miami, County of Miami-Dade, as its agent to accept service of process within the State of Florida.

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 provision of said Act relative to keeping open said office.

FLEURISSIMA RETAIL, INC.

BY:


Antoine Lamarche
Registered Agent

H06000244207 3