

10/7/07

**LAZARUS
CORPORATE FILING SERVICE**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 JUN -6 PM 1:40

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SUNSHINE RACK TOYS & MISCELLANEOUS

(Corporation Name)

(Document #)

2. WHOLESALE INC.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS



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Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

ARTICLES OF INCORPORATION

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ARTICLE I - NAME

The name of the corporation shall be **SUNSHINE RACK TOYS & MISCELLANEOUS WHOLESALE INC.**

ARTICLE II - PRINCIPAL OFFICER

The principal place of business and mailing address of this corporation shall be **831 12th Street NE, Naples Florida 34120.**

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

the number of shares of stock that this corporation is authorized to have outstanding at any one time is **500 shares** at \$ **1.00** (one dollar) each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following corporation/persons in the amount set opposite their names:

ADIELA MENDILUZA _____ **500 shares.**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLES OF INCORPORATION

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The name and street address of the initial director of this corporation is:

Adiela Mendiluza _____ President
831 12th Street NE,
Naples, Florida, 34120.

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLES OF INCORPORATION

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

This 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 XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

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

Adiela Mendiluza
831 12th Street NE
Naples, Florida, 34120.

they undersigned subscriber have executed these Articles of Incorporation this **15 day of May of 2007.**

Signature ✓ *Adiela Mendiluza* President.

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ARTICLES OF INCORPORATION

ARTICLE XV -INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is **Adiela Mendiluz**.

The street address of the initial registered agent of this corporation is **831 12th Street NE, Naples, Florida 34120.**

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of Florida statutes.

Agent Sign ☒ *Adiela Mendiluz*

Date: May 15 of 2007.

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ARTICLES OF INCORPORATION

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

BEFORE ME, an officer duly authorized in the State of

aforesaid and in the County aforesaid, to
take acknowledgments, personally appeared
Adiela Mendiluz to me known to
be the person described in and who
executed the same for the purposes
therein expressed.

WITNESS my hand and official seal in the County
and State last aforesaid on this **15th day**
May of 2007.


NOTARY PUBLIC
State of Florida at Large

My commission expires:

