

COVER LETTER

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

SUBJECT: _____

Metro Holding Company, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

BEN JACOBSON

Name (Printed or typed)

401 East 1st Street Suite 130-463

Address

Fort Lauderdale FL 33301

City, State & Zip

(954) 2985806

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2007

BEN JACOBSON
401 E. LAS OLAS BLVD., STE. 130-463
FT. LAUDERDALE, FL 33301

SUBJECT: METRO HOLDING COMPANY, INC.
Ref. Number: W07000055869

We have received your document for METRO HOLDING COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2008 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
New Filing Section

Letter Number: 407A00065701

Ben Jacobson

401 East Las Olas Blvd, Suite 130-463
Phone: 954-298-5806

▷ **Florida Department of State**
Division of corporations
Mrs. Carolyn Lewis

P.O. Box 6327 Tallahassee FL 32314

Dear Carolyn

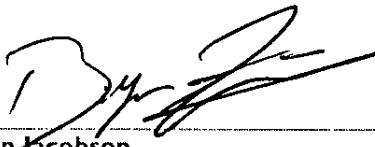
Thank you for your letter and explanation (dated November 14 2007 attached for your reference).

I have enclosed the proposed new corporate name to be filed. Please note that article 17 was added to reflect an effective date of incorporation of January of 2008.

Payment has already been cashed for this registration.

Appreciating you help

Truly and sincerely,



Ben Jacobson

Director

[Type the sender company name]

COVER LETTER

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

SUBJECT: Metro Fashion Holding company, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

already sent & cashed

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Ben Jacobson
Name (Printed or typed)

401 East Chesley Blvd suite 120-403
Address

Fort Lauderdale FL 33301
City, State & Zip

(954) 2985806
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
Metro Fashion Holding Company, Inc.**

FILED
2007 DEC 10 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these articles of incorporations is a natural person competent to contract in the State of Florida, acting hereby as Incorporator for the purpose of forming a Corporation for profit under the provisions of Section 607 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

Metro Fashion Holding Company, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 401 East Las Olas Suite 130-463 Fort Lauderdale, FL 33301

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

The corporation shall engage in any activity of business permitted under the laws of the United States and the state of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is seven thousand five hundred (7,500) shares of common stock, par value of \$1.00 per share.

All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

All holders of shares of common stock, upon dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

No holders of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of director(s) may deem advisable in connection with such issuance.

The board of director(s) of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of director(s) may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the corporation.

The board of director(s) of the corporation may, by restated articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Benjamin Jacobson 401 East Las Olas Suite 130-463 Fort Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is Benjamin Jacobson, 401 East Las Olas Suite 130-463 Fort Lauderdale, FL 33301

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Benjamin Jacobson, 401 East Las Olas Suite 130-463 Fort Lauderdale, FL 33301

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
OFFICERS

The officers of the corporation shall be:

President: Benjamin Jacobson
Secretary: Benjamin Jacobson
Treasurer: Benjamin Jacobson

ARTICLE XII
SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a shareholders restrictive agreement containing numerous restrictions on the rights of the shareholders of the corporation and the transferability of the shares of stock of the corporation. A copy of the shareholders restrictive agreement, if any, is on file at the principal office of the corporation.

ARTICLE XIII
POWER OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these articles of incorporation.

ARTICLE XIV
REGISTERED OWNER(S)

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any shares or right is registered on the book of the corporation as the owner thereto, for all purpose, and except as maybe agreed in writing by the corporation, the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE XV
BY LAWS

The board of director(s) of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws.

**ARTICLE XVI
AMENDMENT**

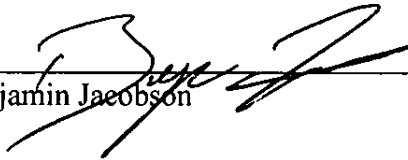
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporations, or any amendment hereto, or to add any provisions to these articles of incorporations or to any amendments hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the state of Florida, and all rights conferred upon shareholders in these articles of incorporation or any amendments hereto are granted subject to this reservation

**ARTICLE XVII
EFFECTIVE DATE**

These articles of incorporation shall be effective January 1 2008 upon the approval of the secretary of state, state of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on December 6 2007.

Benjamin Jacobson



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

2007 DEC 10 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Metro Fashion Holding Company, Inc. , a corporation existing under the laws of the State of Florida with its principal office and mailing address at 401 East Las Olas Suite 130-463 Fort Lauderdale, FL 33301, has named Benjamin Jacobson, 401 East Las Olas Suite 130-463 Fort Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Benjamin Jacobson

