

Jan 22 2008 12:00PM

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Division of Corporations

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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**RAIN OR SHINE OUTFITTERS, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

Rain or Shine Outfitters, Inc.

ARTICLE I - NAME

The name of this corporation is Rain or Shine Outfitters, Inc.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1000	\$ 1.00	Common

ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President .....	Milton N. Mercade
Vice President .....	Marta Y. Mercade
Secretary .....	Marta Y. Mercade
Treasurer .....	Milton N. Mercade

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Articles of Incorporation  
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ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located in Miami-Dade County, Florida. The corporation's initial mailing address shall be 17010 SW 103<sup>rd</sup> Place, Miami, Florida 33173.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Eliot W. Rifkin, Esq.

STREET ADDRESS OF  
REGISTERED OFFICE

9400 South Dadeland Boulevard, Suite 600  
Miami, Florida 33156

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initials directors of this corporation is:

DIRECTOR

Milton N. Mercade  
Marta Y. Mercade

ADDRESS

17010 SW 103<sup>rd</sup> Place, Miami, Florida 33173  
17010 SW 103<sup>rd</sup> Place, Miami, Florida 33173

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

Eliot W. Rifkin, Esq.

ADDRESS

9400 South Dadeland Boulevard, Suite 600  
Miami, Florida 33156

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

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ARTICLE XI - PRE-EMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of January, 2008.

Incorporator:

  
\_\_\_\_\_  
Eliot W. Rifkin, Esq.

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:

  
\_\_\_\_\_  
Eliot W. Rifkin, Esq.

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