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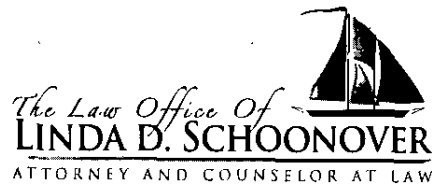


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 4-14



BOARD CERTIFIED MARITAL AND FAMILY LAW

CERTIFIED FAMILY AND CIRCUIT MEDIATOR

April 11, 2008

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

Re: Filing Articles of Incorporation
The Makeup Space.Com, Inc.

To Whom It May Concern:

Enclosed please find check number 039503 in the amount of \$70.00 to cover the cost of filing the original Articles of Incorporation for The Makeup Space.Com, Inc. on behalf of Joseph D. Blasco. Upon filing, please forward a copy back to our office in the self addressed, stamped envelope provided herewith.

If you should need anything further, please do not hesitate to contact my office.

Sincerely,

LINDA D. SCHOONOVER, P.A.

By: Linda D. Schoonover
Linda D. Schoonover, Esquire

LDS/cm

Enclosure: Original and copy of Articles of Incorporation
Check number 039503
Self addressed stamped envelope

Cc: Mr. Joseph Blasco

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE MAKEUP SPACE.COM, INC.**

ARTICLE I – NAME

The name of the corporation shall be: THE MAKEUP SPACE.COM, INC.,
(hereinafter referred to as the “Corporation”).

ARTICLE II – DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III – PRINCIPAL PLACE OF BUSINESS

The principal place of business of THE MAKEUP SPACE.COM, INC. shall be:
521 North Kirkman Road, Orlando, Florida 32808

ARTICLE IV – PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes provided that it will not engage in any act or activity requiring the consent or approval of any government official, department board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

ARTICLE V – CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:
1301 S. International Parkway, Suite 1041, Lake Mary, Florida 32746.

The name of the initial registered agent of this corporation at that address shall be:
Linda D. Schoonover.

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Section 607.0501 (3) and 607.0505 is enclosed with this appointment.

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially.

B. The number of directors may be either increased or diminished from time to time by the Bylaws adopted by the shareholder, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the shareholders entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLES VIII – INITIAL BOARD OF DIRECTORS

A. The name and address of the initial director and officer of this corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Joseph D. Blasco	521 North Kirkman Road, Orlando, Florida 32808	Treasurer President Secretary

ARTICLES X – BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders. Such Bylaws shall be prescribe duties of officers of the corporation and shall include any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLES XI – ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholder of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restrictive stock option plan, (6) other retirement or incentive compensation plan or (7) medical reimbursement plan.

ARTICLE XIII – 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 XII- INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Joseph D. Blasco
521 North Kirkman Road
Orlando, Florida 32808

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 27 th day of February 2008.

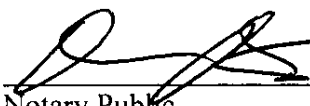


JOSEPH D. BLASCO

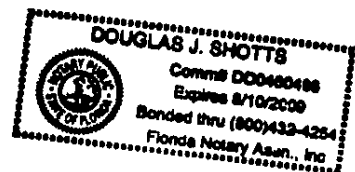
STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, the undersigned authority, this day personally appeared JOSEPH D. BLASCO who is personally known to me or who produced _____ as identification, and who after first taking an oath, deposes and states that she has read the foregoing and the information contained therein is true and correct.

SWORN to and subscribed before me this 27th day of ^{February} ~~January~~ 2008.

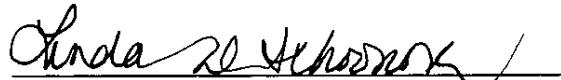


Notary Public
My Commission expires:



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE MAKEUP SPACE.COM, INC., I, LINDA D. SCHOONOVER, of 1301 S. International Parkway, Suite 1041, Lake Mary, Florida 32746, hereby accept and agree to act in this capacity.



LINDA D. SCHOONOVER, ESQUIRE

Fla. Bar No. 513172

LINDA D. SCHOONOVER, P.A.

1301 S. International Parkway, Suite 1041

Lake Mary, Florida 32746

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