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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

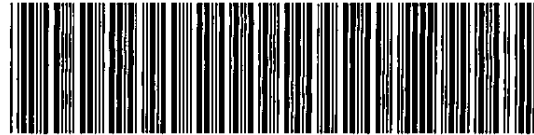
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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09/25/09--01049--025 \*\*113.75

FILED

09 OCT - 7 PM 3:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W09-43278  
SEP 28 2009

J. BRYAN

OCT - 8 2009

EXAMINER

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Brian V. Bergman  
Melissa R. Smith

September 22, 2009

Certified Mail return Receipt Requested  
Article # 7007 2680 0000 8592 4228

Florida Department of State  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Cir.  
Tallahassee, FL 32301

Re: Janet M. Shein, Inc.  
Our File No. 4846-1

FILED  
09 OCT -7 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

On behalf of the above-referenced corporation, I enclose herewith an original of the fully executed and notarized Articles of Incorporation, original Certificate of Conversion for Limited Liability Company into Florida Corporation together with our firm check in the amount of \$113.75.

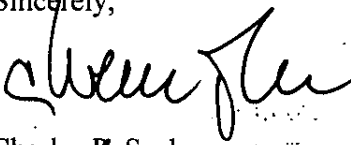
Please cause the original copy of the Articles of Incorporation and Certificate of Conversion to be filed among the corporate records of the State of Florida with an effective date of September 21, 2009. Please return one (1) certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee - Articles of Incorporation	\$70.00
Filing Fee - Certificate of Conversion	35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$113.75

Thank you for your attention to this matter.

Sincerely,

  
Charles P. Sacher

CPS/ir

Enclosures

cc: Mr. Joseph D. Shein  
Ms. Janet M. Shein  
tamara Stack, Esq. (via email only)

W:\4846-1\wp\Div of Corp Ltr sndng Art of Inc & Cert of Conversion Janet M. Shein, Inc.wpd



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 28, 2009

CHARLES S. SACHER  
SACHER, MARTINI & SACHER, P.A.  
2655 LEJEUNE ROAD, SUITE 1101  
CORAL GABLES, FL 33134

SUBJECT: JANET M. SHEIN, INC.  
Ref. Number: W09000043278

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TALLAHASSEE, FLORIDA

We have received your document for JANET M. SHEIN, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Please return 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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 309A00031521

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Brian V. Bergman  
Melissa R. Smith

October 5, 2009

Certified Mail Return Receipt Requested  
Article # 7007 2680 0000 8592 4112

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Janet M. Shein, Inc.  
Articles of Incorporation  
Our File No. 4846-1

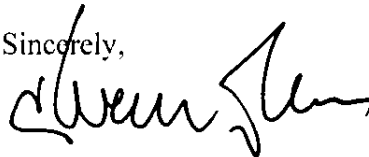
Dear Sir/Madam:

On behalf of the above referenced corporation, I enclose herewith a corrected original and one (1) copy of the executed and notarized Articles of Incorporation and a corrected original and one (1) copy of the executed Certificate of Conversion, together with a copy of the letter rejecting the filing of the Articles of Incorporation for Janet M. Shein, Inc., for reason that the effective date of the conversion was prior to the date of filing. Accordingly, I have changed the effective date of the conversion of Janet M. Shein, Inc. to October 12, 2009 and made the applicable changes in the Certificate of Conversion and Articles of Incorporation.

Please cause the original copy of the Certificate of Conversion and Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copies to the undersigned, together with your certificate that these are certified copies of the original Certificate of Conversion and Articles of Incorporation.

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS/ir

Enclosure

cc: Mr. Joseph D. Shein  
Ms. Janet M. Shein

**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY #L09000048175  
INTO  
FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida Limited Liability Company into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes:

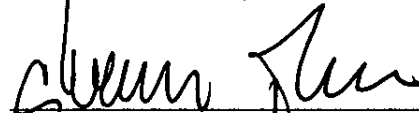
**FIRST:** The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is JANET M. SHEIN, LLC, which is a Limited Liability Company first organized, formed or incorporated under the laws of the State of Florida on May 18, 2009.

**SECOND:** The name of the Florida Profit Corporation, as set forth in the attached Articles of Incorporation, shall be JANET M. SHEIN, INC.

**THIRD:** The effective date of such conversion shall be 10/12/2009.



WITNESS my hand and seal this 21 day of September 2009.

JANET M. SHEIN, INC.

  
Charles S. Sacher, Incorporator

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TALLAHASSEE, FLORIDA

JANET M. SHEIN, LLC

  
Joseph D. Shein, Manager  
  
Janet M. Shein, Manager

ARTICLES OF INCORPORATION  
OF  
JANET M. SHEIN, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

JANET M. SHEIN, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

445 Grand Bay Drive  
Unit 203  
Key Biscayne, FL 33149

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

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TALLAHASSEE, FLORIDA

(1) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

##### CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

#### ARTICLE V

##### CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

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(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

## ARTICLE VI

### REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

## ARTICLE VII

### TERM OF EXISTENCE

This Corporation shall exist perpetually.

## ARTICLE VIII

### DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

#### NAME

Janet M.. Shein

#### ADDRESS

445 Grand Bay Drive  
Unit 203  
Key Biscayne, FL 33149

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TALLAHASSEE, FLORIDA



Joseph D. Shein

445 Grand Bay Drive  
Unit 203  
Key Biscayne, FL 33149

## ARTICLE IX

### STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, JANET M. SHEIN, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida 33134, and has named CHARLES S. SACHER as its initial Registered Agent who is located at such address.

## ARTICLE X

### SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation are as follows:

#### NAME

Charles S. Sacher

#### ADDRESS

2655 LeJeune Rd., Suite 1101  
Coral Gables, FL 33134

## ARTICLE XI

### SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

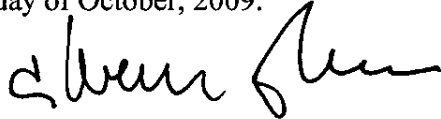
## ARTICLE XII

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TALLAHASSEE, FLORIDA

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 12th day of October, 2009, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

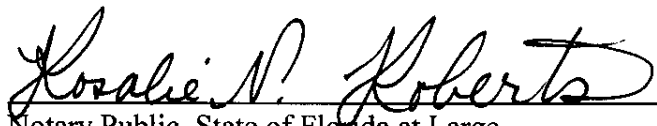
WITNESS my hand and seal this 5<sup>th</sup> day of October, 2009.

  
\_\_\_\_\_(SEAL)  
Charles S. Sacher


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

BEFORE ME, the undersigned authority, personally appeared Charles S. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 5 day of October, 2009.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Rosalie N. Roberts  
Commission #DD746175  
Expires: JAN. 26, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for JANET M. SHEIN, INC., at place designated in ARTICLE IX of the Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.



(SEAL)

Charles S. Sacher, Registered Agent

W:\4846-1\JANET M. SHEIN, LLC\Articles of Incorporation 10-9 - Janet M.frm

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