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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JAN 31 AM 7:03

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141

## COVER LETTER

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

SUBJECT: BMS Fashion and More, Corp.  
(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: BMS Fashion and More, Corp.  
Name (Printed or typed)

13111 NW 21st Avenue  
Address

Miami, FL 33167  
City, State & Zip

(305) 331-4065  
Daytime Telephone number

bmsfashionandmore@yahoo.com  
E-mail address: (to be used for future annual report notification)

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

APPROVED  
AND  
FILED

JAN 31 AM 7:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BMS FASHION AND MORE, CORP.**

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**BMS FASHION AND MORE, CORP.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporations by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- a) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner dispose of and to deal and trade in goods, wares, merchandise, and property of any and every manner whatever disposes of real property within or without the State of Florida, wherever situated.

- b) To manufacture, purchase or acquire in any lawful manner, and to own, hold, mortgage, pledge, sell, exchange, transfer, or in any manner dispose of and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.
- c) To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash or with stock or bonds of the corporation, or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business to be acquired, and to exercise all the powers necessary or convenience in and about the conduct and management of such business.
- d) To apply for, purchase or in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant licenses or other rights in respect of, and in any manner deal with any and all rights, inventions, improvements and process used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may be directly or indirectly effectuate these objects or any of them.
- e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences for indebtedness created by any other corporation or corporations of this State or any other State, country, nation or government, and while owner of said stock may exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.
- f) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body, politic, country, territory, State, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable whether or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.
- g) To have offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to the place or amount.
- h) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.
- i) In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Florida, and with all the powers conferred upon corporations by the laws of the State of Florida.

#### **ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is the sum of 50 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### **ARTICLE V**

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Ben Registe  
13111 NW 21<sup>st</sup> Avenue  
Miami, Florida 33167

The principal office shall be:

13111 NW 21<sup>st</sup> Avenue  
Miami, Florida 33167

#### **ARTICLE VI**

The initial Board of directors shall consist of a total of two (2) persons. The number of directors may be increased or decreased from time to time by bylaws; however there shall never be less than one director or more than five. The names and addresses of the persons who are to serve as initial directors are:

Ben Registe, *President & Secretary*  
13111 NW 21<sup>st</sup> Avenue  
Miami, Florida 33167

Marie D. Registe, *Treasurer*  
13111 NW 21<sup>st</sup> Avenue  
Miami, Florida 33167

#### **ARTICLE VII**

This corporation reserves the right to amend or repeal any provision in these articles of incorporation, or any amendment hereunto, by a majority vote of the board of directors, and any right conferred upon the shareholders is subject to this reservation.

APPROVED  
AND  
FILED

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE** JAN 31 AM 7:03

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits this statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

**BMS FASHION AND MORE, CORP.**

2. The name and address of the registered agent and office is:

Ben Registe  
13111 NW 21<sup>st</sup> Avenue  
Miami, Florida 33167

3. The name and address of the incorporator executing these Articles of Incorporation is

Ben Registe  
13111 NW 21<sup>st</sup> Avenue  
Miami, Florida 33167

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Registered Agent

Date: 01/24/11

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Incorporator

Date: 01/24/11