Division of Corporations Page 1 of 1 Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document. (((H11000040801 3)))

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# FLORIDA PROFIT/NON PROFIT CORPORATION **GMP Shops Corp**

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SECRETARY OF STATE TALLAHASSEE FLORIDA

# ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

#### ARTICLE ONE

The name of the corporation is GMP Shops Corp

## ARTICLE TWO

The duration of the corporation is perpetual.

#### ARTICLE THREE

The general purpose for which the corporation is organized is:

- 1. To engage in the operations of wholesale/retail selling of lingerie and women apparel.
- 2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
- 3. To do such other things as are incidental to the forgoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have a \$1.00 par value.

## ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 50 persons. Stock shall be issued and transferable only to natural persons.

#### ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

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# ARTICLE SEVEN

SECRETARY OF STATE TALLAHASSEE FLORIDA

The street address of the initial business office of the corporation is 2252 SW 36th Avenue, Miami, Florida 33145 and the name of the initial registered agent is Gabriela Pozo.

## ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the board of directors i(are):

NAME

**ADDRESS** 

Gabriela Pozo D/P

2252 SW 36th Avenue

Monica Pozo P/D

Miami, Florida 33145 2252 SW 36<sup>th</sup> Avenue

Miami, Florida 33145

# ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

## ARTICLE TEN

The name and address of each incorporator is:

NAME

Gabriela Pozo

**ADDRESS** 

2252 SW 36th Avenue

Miami, Florida 33145

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXECUTED BY THE UNDERSIGNED AT MIAMI, FLORIDA ON February 11, 2011 CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVIED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

rst that GMP Shops Corp organized under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida has named Gabriela Pozo at 2252 SW 36<sup>th</sup> Ave, Miami, Florida 33145 its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Signature of Registered Agent and Incorporator

GABRIELA POZO