

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Lady Mitchell Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
LADY MITCHELL INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: Lady Mitchell Inc.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$0.001 per share.

ARTICLE IV

Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

ARTICLE V

Address

The principal office and mailing address of the corporation is:

1395 Brickell Ave., 14th floor, Miami, FL 33131

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ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1395 Brickell Ave., 14th floor, Miami, FL 33131, and the initial registered agent of the corporation at that address is Howard W. Gordon, Esq.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Howard W. Gordon, Esq.	1395 Brickell Ave. 14 th floor, Miami, FL 33131

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ARTICLE IX

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The names and addresses of the initial directors, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until successors are elected or appointed and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>
Claire Mitchell	C/O Fowler White Burnett P.A. 1395 Brickell Ave. 14 th floor, Miami, FL 33131

ARTICLE X

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The names and addresses of the initial officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

<u>Name and Address</u>	<u>Title</u>
Claire Mitchell	President, Secretary, Treasurer

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ARTICLE XI

Amendment


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 3 day of June, 2011.


Howard W. Gordon

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

The foregoing instrument was acknowledged before me this 3 day of June, 2011 by Howard W. Gordon, ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public, STATE OF FLORIDA
Print name: MIRTHA COUCEYRO

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Mirtha Couceyro
Commission # DD849288
Expires: FEB. 20, 2013
BONDED TOBY ATLANTIC BONDING CO., INC.

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

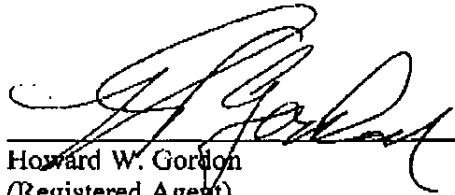
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Lady Mitchell Inc., desiring to organize under the laws of the State of Florida, hereby designates Howard W. Gordon, Esq. as its registered agent and 1395 Brickell Ave., 14th floor, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Howard W. Gordon
(Registered Agent)

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