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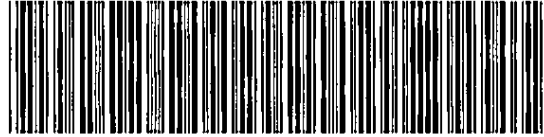
(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

08/17/17

COVER LETTER

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

SUBJECT: SERGE INVESTMENTS OF FLORIDA, INC.

(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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Nelson C. Keshen, Esquire

Name (Printed or typed)

9155 S. Dadeland Blvd., Suite 1718

Address

Miami, Florida 33156

City, State & Zip

305 670-7010

Daytime Telephone number

nelson@keshenlaw.com

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
SERGE INVESTMENTS OF FLORIDA, INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is SERGE INVESTMENTS OF FLORIDA, INC.

ARTICLE II
PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To purchase, lease, or otherwise acquire, and to hold, own, manage, improve, operate, convey, lease, develop, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in the United States and any all foreign countries, subject to the laws of any such state, districts, territories, or countries.
2. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision in connection with carrying out all or any of the purposes of this Corporation.
3. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.
4. The Corporation shall not have the power to mortgage or sell its real property without the prior approval of holders of not less than 75% of the Corporation's issued and outstanding shares of stock.
5. The Corporation shall not have the power to guarantee any obligation of a shareholder, director, employee, and office of the Corporation.

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SERGE INVESTMENTS OF FLORIDA
FALL AVENUE, FLORIDA

ARTICLE III

AUTHORIZED SHARES

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of common stock of no par value. The number of authorized shares may not be increased without the approval of holders of not less than 75% of the Corporation's issued and outstanding shares of stock.

ARTICLE IV

SHARE ISSUANCE RESTRICTION.

A. Except for the issuance of all of the authorized shares of the Corporation's common stock to CIBC BANK AND TRUST COMPANY (CAYMAN) LIMITED as Trustee of the Trust established at the direction of Charles Moo and dated September 17, 1986, no option, warrant, or right to acquire shares of the Corporation' stock may be issued without the prior written approval of holders of not less than 75% of the Corporation's issued and outstanding shares of common stock.

B. No second class of the Corporation' stock may be authorized and issued without the prior approval of holders of not less than 75% of the Corporation's issued and outstanding shares of common stock.

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 11955 SW 66th Avenue, Miami, Florida 33156 or such other place as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

Jacqueline Moo
11955 SW 66th Avenue
Miami, Florida 33156

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than three (3) as shall be from time to time determined by the holders of not less than 75% of the Corporation's issued and outstanding shares of common stock. The initial Board of Directors shall consist of two (2) Directors.

ARTICLE IX

NAME AND ADDRESSES OF DIRECTORS

Jacqueline Moo
11955 SW 66th Avenue
Miami, Florida 33156

Andrew Moo
11955 SW 66th Avenue
Miami, Florida 33156

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal the Corporation's By-Laws shall be vested in the stockholders.

ARTICLE XI

INDEMNIFICATION

A. Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

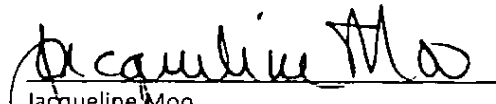
B. Expenses. To the extent that a director or officer, of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter, therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

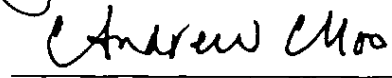
C. Approval. Any indemnification under this Article XI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, or officer is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph A above. Such determination shall be made by a majority vote of a quorum of the shareholders of the Corporation.

D. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected director or officer to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article XI.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

The undersigned have executed these Articles of Incorporation this 15th day of August, 2017.


Jacqueline Moo

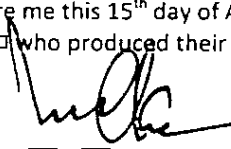

Andrew Moo

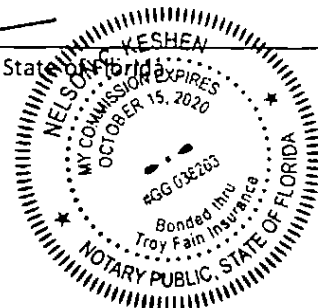
STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of August, 2017 by JACQUELINE MOO and ANDREW MOO ☒ who are personally known to me, or ☐ who produced their respective Florida drivers' licenses as identification.


Notary Public- State of Florida



FOR SERVICE OF PROCESS WITHIN THIS STATE

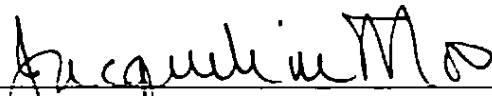
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That SERGE INVESTMENTS OF FLORIDA, INC. desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, and has named JACQUELINE MOO as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office.


JACQUELINE MOO, RESIDENT AGENT

17 AUG 16 AM 10:50
STATE
FALL IDASSFF FLORIDA