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Division of Corporations

Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
VIANNI DESIGNS INC.

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ARTICLES OF INCORPORATION OF  
VIANNI DESIGNS INC

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is VIANNI DESIGNS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and address of this corporation shall be:

11723 SW 129 Place  
Miami, Florida 33186

The mailing address of this corporation shall be:

11723 SW 129 Place  
Miami, Florida 33186

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1000 shares of \$1.00 per value common stock.

ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of initial board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Caviedes President, Secretary	11723 SW 129 Place Miami, Florida 33186
Viroselie Caviedes Vice-President, Treasurer	11723 SW 129 Place Miami, Florida 33186

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ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Daniel Caviedes  
11723 SW 129 Place  
Miami, Florida 33186

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of incorporation are:

Daniel Caviedes  
11723 SW 129 Place  
Miami, Florida 33186



\_\_\_\_\_  
Daniel Caviedes

11 / 10 / 2021  
November 10<sup>th</sup> 2021

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



\_\_\_\_\_  
Daniel Caviedes

#### ARTICLE VII NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

#### ARTICLE VIII PRE-EMTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata hare thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the stockholders sign a written statement manifesting their intention that certain amendment to these Articles of incorporation be made.

#### ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall never server all employment with, and financial interest in the corporation.
3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two-fourths (2/4) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder shall participate in the distribution in direct proportion to the number of shares held by him.

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