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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-311-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (804) 922-4000 PHONE: (306) 541-3694
FAX: (306) 541-3770
(((H95000000235))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MAS WOMEN AND MEN, INC.
FAX AUDIT NUMBER: H95000000235 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/06/1995 TIME REQUESTED: 13:38:05
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morahan
Secretary of State

January 9, 1995

EMPIRE CORPORATE KIT

MIAMI, FL

SUBJECT: MAS WOMEN & MEN, INC.
REF: W95000000450

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover sheet.

I DID NOT RECEIVE PAGES 1 THROUGH 3 OF THE ARTICLES.

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If you have any questions concerning the filing of your document, please call (904) 487-6119.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H95000000235
Letter Number: 695A00000748

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

MARS Women and Men, Inc.

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

ARTICLE I

The name of the Corporation shall be: MARS Women and Men, Inc.

The principal place of business shall be: 1688 Meridian Avenue, Miami Beach, Florida 33139.

ARTICLE II

This corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

B. To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease,

Prepared By:

JEFFREY M. PERLOW, ESQ.
FLORIDA BAR NO. 206725
1820 E. Hallandale Beach Blvd.
Hallandale, FL 33009
305-456-1333

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dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

C. To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

D. To acquire by purchase or otherwise for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all nature whatsoever, and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

E. To factor, lend or borrow money, be a surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for the payment of same.

F. To act as agent, broker or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in

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real or personal property or services of whatsoever kind or nature, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

G. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interests therein and thereunder.

I. To purchase, subscribe for, or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial,

mercantile, financial and industrial enterprises and operations.

J. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

K. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement; for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

L. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

M. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the Corporation, either

N. To exercise all of the powers which are now or may

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hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: SEVEN THOUSAND FIVE HUNDRED (7,500) shares at ONE (\$1.00) DOLLAR par value per share, common stock.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than \$1,000.00.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The registered office of this Corporation shall be:

c/o JEFFREY M. PERLOW & ASSOCIATES, P.A.
1820 N. Hallandale Beach Boulevard
Hallandale, Florida 33009

The Registered Agent at the above address is JEFFREY M. PERLOW.

ARTICLE VII

This Corporation will be managed by the Stockholders. There will be no Directors.

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ARTICLE VIII

The names and addresses of the Officers of the Corporation are:

President/Treas. Allen Osborne
1688 Meridian Avenue PH 20
Miami Beach, FL 33139
Vice-President: ~~RAVEN LEO~~ same address
Secretary: MAGDA NINO " "
Treasurer:

ARTICLE IX

The name and address of the Incorporator and Registered Agent signing these Articles is:

JEFFREY M. PERLOW
1820 E. Hallandale Beach Boulevard
Hallandale, Florida 33009

ARTICLE X

All of the authorized shares of capital stock of this Corporation have been subscribed for by JEFFREY M. PERLOW.

ARTICLE XI

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

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


JEFFREY M. PERLOW

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IN WITNESS WHEREOF, I, the undersigned, being the
 Incorporator hereinabove named, for the purpose of forming a
 Corporation to do business both within and without the State of
 Florida, do make and file these Articles, hereby declaring and
 certifying that the facts herein stated are true, and hereunto set
 my hand and seal on this 27 day of December, 1994.

[Signature]
 JEFFREY M. PERLOW

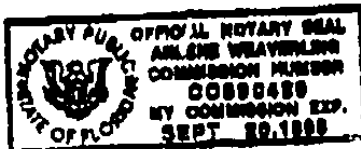
STATE OF FLORIDA }
 COUNTY OF BROWARD } ss.

The foregoing instrument was acknowledged before me this
27 day of December, 1994, by JEFFREY M. PERLOW, who is
 personally known to me.

[Signature]
 Notary Public

Serial No. _____

My commission expires:



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04-19-1995 16:07 FROM EMPIRE

TO

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H95000004424)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: MARS WOMEN AND MEN, INC.

FAX AUDIT NUMBER: H95000004424

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1995

TIME REQUESTED: 10:47:56

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U.S. DEPT. OF JUSTICE

Prepared by:
Jeffrey Perlow
1820 E. Hallandale Beach Blvd.
Hallandale, FL 33009
305-456-1333

1904922 (HXTD) P. 02
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 12:00

(3)

TO
ARTICLES OF INCORPORATION
OF

MASS WOMEN & MEN, INC.

P95000002011
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted; (indicate article number(s) being amended, added or deleted)

ARTICLE VIII is being amended as follows:

The name and address of the President of the corporation shall be: **ALEX FEDOROV**
200 S. Biscayne Blvd. #1680
Miami, FL 33131

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 17, 1995

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

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Signed this 19th day of April, 1995.

Signature

M. Nino

Magda Nino, Secretary

(By the Chairman of the Board of Directors,
President of the Company, or a duly authorized officer,
or a duly authorized agent of the Company)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MAGDA NINO

Typed or printed name

SECRETARY

Title

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