

**795000008284**

**Jaana T. Minerley**

**Attorney at Law**

**Boca Corporate Center  
2101 Corporate Boulevard, Suite 101  
Boca Raton, Florida 33431**

**Telephone (407)998-8412**

**Facsimile (407)994-6333**

**January 25, 1995**

**Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314**

**RE: B & B ACCENT, INC.**

**Dear Sir/Madam:**

**Enclosed please find the following:**

- 1. Check in the amount of \$122.50 for certification and filing fees.**
- 2. The Original and one copy of the Articles of Incorporation.**
- 3. A self-addressed return envelope so that you may return a certified copy.**

**Thank you for your assistance.**

**Sincerely,**

**JAANA T. MINERLEY**

*Jaana T. Minerley*  
**Jaana T. Minerley  
Attorney at Law**

**JTM:cjb**

**FILED  
95 JAN 26 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**500001390895  
-01/26/95--01121--021  
\*\*\*\*122.50 \*\*\*\*122.50**

*Jaana T. Minerley* GAVE  
**AUTHORIZATION BY PHONE TO**  
**CORRECT** *ask. date*  
**DATE** *1-31-95*  
**DOC EXAM** *Don Brown*

**D. BROWN FEB - 1 1995**

**ARTICLES OF INCORPORATION  
OF  
B & B ACCENT, INC.**

**FILED**  
95 JAN 26 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

**I. NAME**

The name of the Corporation shall be **B & B ACCENT, INC.**

**II. BUSINESS AND POWERS**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**III. STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be One Thousand (1000) shares of common stock having a par value of \$1.00 (One Dollar) per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting.

**IV. TERM OF EXISTENCE**

This Corporation shall have a perpetual existence.

**V. PRINCIPAL OFFICE**

The principal office or place of business of the Corporation shall be located at 18555 Griffin Road, Suite 362, Dania, Florida 33004.

## **VI. BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than nine (9).

## **VII. INITIAL DIRECTORS**

The names and addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are:

NAME and ADDRESS:

Mira Baitel  
18555 Griffin Road, Suite 362  
Dania, Florida 33004

Sara Barenboim  
18555 Griffin Road, Suite 362  
Dania, Florida 33004

## **VIII. INCORPORATORS**

The name and address of the initial incorporator is:

NAME and ADDRESS:

JAANA T. MINERLEY  
2101 Corporate Boulevard  
Suite 101  
Boca Raton, Florida 33431

## **IX. ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporator of the Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporation who may hereafter become subscribers to the capital stock of the

Corporation who, upon acceptance of such assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

#### **X. MANAGEMENT**

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

#### **XI. TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer of, or are the directors or officers of such other corporations, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firms or corporation in absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

## **XII. CUMULATIVE VOTING**

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

## **XIII. PRE-EMPTIVE RIGHTS**

No shareholder of the Corporation shall have a pre-emptive right.

## **XIV. INDEBTEDNESS**

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

## **XV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2101 Corporate Blvd., N.W., Suite 101, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is JAANA T. MINERLEY.

## **XVII. EFFECTIVE DATE**

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles  
of Incorporation at Pembroke Pines Florida, Broward County this 25<sup>th</sup> day of January  
1995

Jaana T. Minerley  
JAANA T. MINERLEY  
Incorporator

Jaana T. Minerley  
JAANA T. MINERLEY  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_  
\_\_\_\_\_, 19\_\_, by JAANA T. MINERLEY who is personally known to me or who has  
produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC:

sign: \_\_\_\_\_  
print: \_\_\_\_\_  
State of Florida at Large (Seal)  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

**FILED**  
95 JAN 26 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **B & B ACCENT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 18555 Griffin Road, Suite 362, Dania, Florida 33004, has named **JAANA T. MINERLEY**, as its agent whose office address is 2101 Corporate Blvd., N.W., Suite 101, Boca Raton, Florida 33431, to accept service of process within this state.

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

  
**JAANA T. MINERLEY**  
Registered Agent