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January 30, 1995

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

RECEIVED
FEB 1 1995
11:11 AM
FEB 1 1995
11:11 AM

Re: Articles of Incorporation
for 1440 Boutique Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation plus one copy, a Resident Agent form and my filing fee of \$122.50 for the above-named corporation. I would appreciate it if you would register this corporation and send me a certified copy of the Articles.

Should you need anything further, please do not hesitate to contact me.

Sincerely,



E. SCOTT ALLSWORTH
For the Firm

FEB 6 1995 BSB

ESA/lma
enclosures

ARTICLES OF INCORPORATION
OF
1440 BOUTIQUE INC.

FILED
SEP 11 1951
CLERK OF DISTRICT COURT
JACKSONVILLE, FLA.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is 1440 Boutique Inc.

ARTICLE II - NATURE OF BUSINESS

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

a) To buy and sell materials usually associated with a boutique, including clothing, hats, jewelry, hats, novelties, books and other items.

b) To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

c) To purchase for investment and resale, and to transact in land, property, and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or buildings or other property. To deal in any manner with real and personal property.

d) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of

this corporation, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful purposes.

e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation, or person and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

f) To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

g) Without limiting any of the purposes, powers, objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by

law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of capital stock having a par value of ONE DOLLAR (\$1.00) per share.

The consideration for the issuance of said shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Board of Director(s) of this Corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not in anyway fix or determine the value of shares later to be issued out of the remaining authorized but unissued stock. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as consideration for the issuance of said stock shall be fixed by the Board of Director(s) of this Corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Director(s) pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this

Corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this Corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually, unless sooner dissolved according to law.

ARTICLE V - ADDRESS

The address of this Corporation is 1440 Southeast 17th Street, Fort Lauderdale, Florida 33316.

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The number of directors may increase or diminish from time to time in accordance with the By-Laws adopted by the Board of Directors. Director(s) shall be of legal age and at least one shall be a citizen of the United States. They shall be elected by a majority of the voting stock as voted by stockholders present and participating at the annual meeting of the Corporation to be held as prescribed by the By-Laws, or at any special meeting called for that purpose and shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified.

The name and post office address of the first Board of Director(s) and Officer(s) is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| KAREN STOKES, President, Vice-President, Secretary and Treasurer | 1440 Southeast 17th Street, Fort Lauderdale, Fl. 33316 |

The original By- laws of this Corporation shall be made, prepared and adopted by the Board of Director(s) of the Corporation by a majority vote thereof. Thereafter the said By-Laws may be amended by the Board of Director(s) at any regular meeting of said Board, or at any special meeting for which such amendment is one of the purposes for which the meeting is called, by a majority of the directors present. The Board of Director(s) shall conduct, manage and have complete charge of the business and affairs of the Corporation. The Board of Director(s) shall have full power to specific the rules and conditions under which stock certificates shall be replaced. The Board of Director(s) shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in).

The Board of Director(s) shall have the power and authority to purchase or otherwise acquire insurance, including life insurance, on the directors, officers and other employees of the Corporation. This power and authority shall include the ability to select a designation of the owner of the policy, the beneficiary thereof and other pertinent matters as the Board in its discretion deems proper.

The Board of Director(s) shall elect the officers of this Corporation, who shall consist of the President, a Secretary and a Treasurer and, in discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries and such other and further officers as may be provided by resolution of the Board of Director(s). None of these officers is required to be a stockholder of the Corporation. Any person may hold two or more offices. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing term and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board of Director(s). The duties of all officers shall be prescribed by the By-Laws or resolution of the Board of Director(s).

ARTICLE VII - SUBSCRIBER

The name and post office address of the initial subscriber to these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| KAREN STOKES | 1440 Southeast 17th Street, Fort Lauderdale, Fl. 33316 |

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director(s), proposed to them by the stockholders, and approved at a duly called stockholder's meeting by a majority of the stock entitled to vote thereon at such meeting.

ARTICLE 18 - DESIGNATION OF REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: E. Scott Allsworth, Esquire, Law Offices of Doumar, Curtis, Cross, Laystrom & Perloff, 1177 Southeast Third Avenue, Fort Lauderdale, Florida 33316.

The Board of Director(s) from time to time may move the Registered Office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation, this _____ day of _____, 1995.

KAREN STOKES, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared KAREN STOKES, to me well known to be the same person described in and who executed these Articles of Incorporation, and she acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. She is personally known to me or who has produced _____ as identification and who did take an oath.

WITNESS my hand and seal at Fort Lauderdale, Broward County, Florida, this _____ day of _____, 1995.

Notary Public
Print Name:
My Commission Number:
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JUNE 23, 1995
BOULEVARD THRU GENERAL INS. UND.



"OFFICIAL NOTARY SEAL"
E. SCOTT ALLSWORTH
MY COMM. EXP. 6/23/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT 1440 BOUTIQUE INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

FORT LAUDERDALE STATE OF FLORIDA
(City) (State)

HAS NAMED E. SCOTT ALLSWORTH, ESQUIRE
(Name of Registered Agent)

LOCATED AT 1177 SOUTHEAST THIRD AVENUE
(Street Address)

CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]
(Corporate Officer)

TITLE: President

DATE: 1-2-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
(Resident Agent)

DATE: 1-2-95