

P95000015185

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700001413407  
-02/23/95--01008--020  
\*\*\*\*840.00 \*\*\*\*\*70.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

PRISCILLA SWIMWEAR, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

RECEIVED  
55 FEB 23 AM 11:22  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 FEB 23 PM 12:16  
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**PRISCILLA SWIMWEAR, INC.**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **PRISCILLA SWIMWEAR, INC.**

**ARTICLE 2 - PURPOSE OF CORPORATION**

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

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 12924 Southwest 112 Court, Miami, Florida 33197 and the mailing address is Post Office Box 971458, Miami, Florida 33197.

**ARTICLE 4 - INCORPORATORS**

The name and street address of the incorporator of this Corporation is:

Marian A. Lakin  
12924 Southwest 112 Court  
Miami, Florida 33197

**ARTICLE 5 - PRESIDENT**

The initial President of the Corporation shall be Marian A. Lakin whose address shall be the same as the principal office of the Corporation.



FILED  
SEP 23 PM 12:15  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
MIAMI, FLORIDA

## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:



"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal



### **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

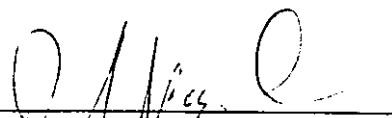
**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of February, 1995.

  
Marian A. Lakin, Incorporator

### **ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Lawrence J. Spiegel, President

ART11INC SUB



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P95000015185

Priscilla Swimwear

Requestor's Name

P.O. Box 971458

Address

Miami, FL 33197

City/State/Zip

Phone #

(305) 598-5139

300001707363

-02/06/96--01049--005

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Priscilla Swimwear, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. Amend  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS		AMENDMENTS	
Profit	Update	<input checked="" type="checkbox"/> Amendment	
NonProfit	Knowledge	<input checked="" type="checkbox"/> Resignation of R.A., Officer/ Director	
Limited Liability	LLC	<input checked="" type="checkbox"/> Change of Registered Agent	
Domestication		<input checked="" type="checkbox"/> Dissolution/Withdrawal	
Other		<input checked="" type="checkbox"/> Merger	

OTHER FILINGS		REGISTRATION/ QUALIFICATION	
Annual Report		Foreign	
Fictitious Name		Limited Partnership	
Name Reservation		Reinstatement	
		Trademark	
		Other	

C. TAX \_\_\_\_\_  
FILING \_\_\_\_\_ 35  
R. DEF. FEE \_\_\_\_\_  
C. DEF. \_\_\_\_\_  
TOTAL \_\_\_\_\_ 35  
N. FEE \_\_\_\_\_  
E. FEE \_\_\_\_\_  
R. FEE \_\_\_\_\_

FILED  
96 JAN 31 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-00-93 00:48PM

TO 000000000000

0000

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**FILED**

96 JAN 31 AM 11:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Priscilla Swimwear Inc.

(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 5-Officers**

The initial President of the corporation shall be Marian A. Lakin. The initial secretary of the corporation shall be Donna Morris. Their address shall be the same as the principal office of the Corporation.

**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: OCT 5, 1995

10-00-95 00:45:00 10 0000000000 0004

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.

Signed this day 5 of Oct., 19 95

Signature \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Donna Morris

Typed or printed name

Director - officer, Secretary

Title

Priscilla Swimwear  
P.O. Box 971458  
Miami Fl. 33197  
(305) 598-5139



P950000/5185

Priscilla SwimWeek

(Requestor's Name)

PO Box 971458

(Address)

miami, FL 33197

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CF. 35

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

000001776060  
-04/11/96--01020--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

1. \_\_\_\_\_  
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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
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FILED  
96 APR -9 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Officers/ 4/10/96  
Directors  
Resign.

Examiner's Initials DL

Priscilla Swinowear

P.O. Box 971458

Miami, Florida 33197

FILED  
96 APR -9 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/3/96.

To Whom it may concern  
please take me off the  
Corp. of Priscilla Swinowear  
Inc. I am resigning.

Thank you,  
Sincerely,

Dorinda Morris