

79500024638

February 13, 1995

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

100001429571
-03/15/95--01006--0008
****122.50 ****122.50

Attn: New Filing Section

Gentlemen:

Enclosed please find a money order in the amount of \$122.50 covering the various fees to open a new corporation with the name of MILLIE O INTERNATIONAL, INC.

Also you will find enclosed The Articles of Incorporation notarized for this company.

Please any questions contact the undersigned in writing or by telephone (305) 821-2026.

Thanking you in advance, I remain.

Sincerely

Mrs. Millie Onorato
717 W.36th Street
Hialeah, Florida 33012

FILED
55 MAR 27 1995
STATE OF FLORIDA
TALLAHASSEE

W95-5863
789,625,671

Att
3-78

CERTIFICATE OF INCORPORATION

The undersigned subscribers to this certificate of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of this Corporation is:

Millie O. International, Inc.

The principal place of business of this Corporation is:

717 West 36th Street
Hialeah, Florida 33012

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95 MAR 27 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the United States, the State of Florida, or any other state, country, territory or nation. The date on which corporate existence shall be: MARCH 27, 1995

ARTICLE IV

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE V

NUMBER OF DIRECTORS

This Corporation shall at all times have at least two Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall have, at all times, a minimum of one Director.

ARTICLE IV

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be into two or more classes whose terms of office shall respectfully expires at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one fourth (1/4) in number of the Directors shall be elected manually.

ARTICLE VII

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE VIII

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A.- **DESIGNATION:** The stock of this Corporation shall be known as Common Stock.
- B.- **AUTHORIZED:** The maximum number of shares of Common Stock that this Corporation may issue if One Hundred (100) Shares.
- C.- **PAR VALUE:** Each share of Common Stock shall have the par value of Fifty Dollars (\$50.00) par value.
- D.- **CONSIDERATION:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E.- **VOTING RIGHTS:** Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- F.- **NON-ASSESSABILITY:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- G.- **CUMULATIVE VOTING:** No holder of Common Stock shall be entitled to any right of cumulative voting.
- H.- **DIVIDENDS:** Records holders of Common Stock are entitled to receive their pro-rate share of dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I.- **LIQUIDATION RIGHTS:** Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rate share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE IX**A. - SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not authorize, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1.- Amendment of this Certificate of Incorporation:
Required Percentage: 51%
- 2.- Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:
Required Percentage: 51%
- 3.- Merger or consolidation of this Corporation into or with any other corporation:
Required Percentage: 51%
- 4.- Voluntary dissolution of this Corporation:
Required Percentage: 51%

B. - PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures or to other securities convertible into, or carrying the right to purchase stock of the Corporation; but any such unissued stock of any class or such additional authorized issued of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholder then of record, of any class, any thereof, on the same terms or any terms all pre-emptive of preferential right of purchase of every kind being waived by each and every stockholder.

C. - INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements, and counsel fees, actually and necessarily paid or incurred in connection with any action, suit, proceeding, whether civil, criminal, administrative, or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, or may be threatened to made a party, by reason of his alleged acts or omission while being or having

been such director, officer, employee or agent provided, it shall not be determined by a final determination thereof on the merits that such director, officer, employee or agent was in any substantial way derelict in the performance of his duties; or provided, that such action, suit or proceeding shall be settled without a final determination on merits and it shall be determined that such director, officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceeding, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any rights to which any director, officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE X

INCORPORATORS

The undersigned individual, competent to a contract, executes this Certificate of Incorporation as its subscribers, and directors. The undersigned and individuals shall hold office as directors until their successors have qualified, following their election or appointment. The street address of such individual shall be the initial address in Florida at the principal office of this Corporation. The Corporation may change its principal office at any time.

1.- SUBSCRIBER(S)/DIRECTOR(S):

Anthony F. Onorato
Mildred M. Onorato

2.- STREET ADDRESS/PRINCIPAL OFFICE:

717 West 36th Street
Hialeah, Florida 33012

IN WITNESS WHEREOF, the undersigned subscribers do make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: January 31st, 1995

Anthony F. Onorato
ANTHONY F. ONORATO, PRESIDENT/TREASURER

Mildred M. Onorato
MILDRED M. ONORATO, VICE-PRESIDENT/SECRETARY

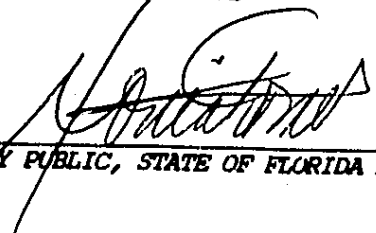
STATE OF FLORIDA

COUNTY OF DADE

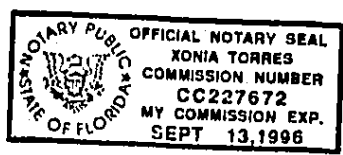
BEFORE ME, the undersigned authority, personally appeared, **MILDRED M. ONORATO**, with residence at 717 WEST 36TH Street, Hialeah, FL 33012 to me well known to be the person described herein, and he acknowledged before me, according to the law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 20th day of January, 1995.

XONIA TORRES



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



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

61
FILED
95 MAR 27 / 11:11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

That Millie O. International, Inc., desiring to organize under Articles of Incorporation has named MILDRED M. ONORATO as resident agent to accept service of process within this State, and registered office located at 717 West 36th Street, Hialeah, FL 33012

ACKNOWLEDGEMENT

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 proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Mildred M. Onorato
MILDRED M. ONORATO, VICE-PRESIDENT/SECRETARY

DATED: January 31st, 1995