

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 95 MAR 30 AM 10:41  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

3/30/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	JW		

WALK-IN Will Pick Up 3:30 11:00

RE: D.C. Florida, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filo		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filo		
<input type="checkbox"/> Foreign Corp. Filo		
<input checked="" type="checkbox"/> ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filo		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filo		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filo		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

100001443711  
 -03/30/95--01017--008  
 \*\*\*122.50 \*\*\*122.50

95 MAR 30 PM 6:14  
 TALLAHASSEE FLORIDA

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**D.C. FLORIDA, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is

D.C. FLORIDA, INC.

**Article 1.1 Principal Office**

The principal office and the mailing address of the corporation is:

14851 S.W. 104th Street  
Miami, Florida 33196

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

This Corporation is organized for the purpose of transacting any or all lawful business in fashion, beauty products, health issues, hair and skin care, clothing and trade, including business within the communication field, newspapers and magazines; to purchase, sell and distribute the same and

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

to engage or transact any or all activity or business permitted under the laws of the United States and the State of Florida.

#### Article 4. Capital Stock

The corporation is authorized to issue and have outstanding at any time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of One(\$1.00) Dollar per share. The Consideration to be paid for each share of stock shall be fixed by the Board of Directors. The ownership shall be divided as follows:

D.C. Ediciones, C.A., incorporated under the Laws of the Republic of Venezuela, under Commercial Registry No. 93146 and 4211 in No. 12, Tome 4-A, Third Trimester and registered at the Commercial Registry Office of the State of Zulia, Republic of Venezuela. D.C. Ediciones, C.A. owns: 51 shares of the common stock and Dolli Gutierrez de Atencio owns: 49 shares of the common stock.

#### Article 5. Ownership

D. C. Ediciones, C.A., incorporated under the Laws of the Republic of Venezuela, under Commercial Registry No. 93146 and 4211 and registered at the Commercial Registry Office of the State of Zulia, Republic of Venezuela shall be the parent of D.C. Florida, Inc.

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Carlos Douglas Camarillo  
14851 S.W. 104th Street  
Miami, Florida 33196

**Article 7. Incorporator**

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

Carlos Douglas Camarillo  
14851 S.W. 104th Street  
Miami, Florida 33196

**Article 8. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

#### **Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### **Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

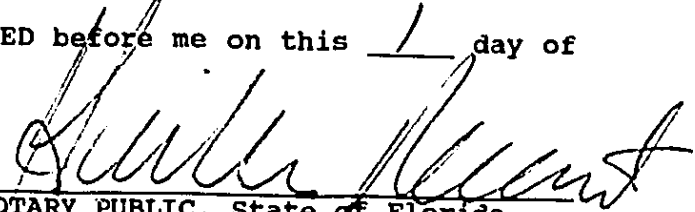
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 1st day of MARCH, 1995.

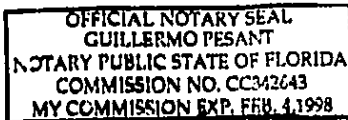
  
\_\_\_\_\_  
CARLOS DOUGLAS CAMARILLO

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     SS:

BEFORE ME, the undersigned authority, personally appeared, CARLOS DOUGLAS CAMARILLO, to me known to be the person, who executed the foregoing Articles of Incorporation after producing Florida driver's license, and he, acknowledged to and before me that he, executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 1 day of MARCH, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



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

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

That CARLOS DOUGLAS CAMARILLO, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named CARLOS DOUGLAS CAMARILLO, located at 14851 S.W. 104th Street, Miami, County of Dade State of Florida, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the 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 said office open.

  
\_\_\_\_\_  
CARLOS DOUGLAS CAMARILLO  
Registered Agent