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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

(904)385-6735

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

800001450878  
-04/07/95--01077--017  
\*\*\*\*122.50 \*\*\*\*122.50

1. ZACHARY'S FASHIONS, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION

OF

ZACHARY'S FASHIONS, INC.

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DIVISION OF CORPORATIONS

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The undersigned subscribers to these Articles 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 - NAME

The name of this Corporation is:

ZACHARY'S FASHIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Thirty Thousand (30,000) shares of Common stock, all of which are to be of \$1.00 par value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be

paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable and exempt from assessment.

#### ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is 1385 Coral Way, Suite 406, Miami, Florida 33145, and the name of the initial registered agent of this corporation at that address is EDUARDO ANTON.

#### ARTICLE VI - DIRECTORS

This Corporation shall have 2 Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Stockholders.

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

JUAN VALLE	14500 S.W. 111th Terrace Miami, Florida 33186
EUMELIA VALLE	14500 S.W. 111th Terrace Miami, Florida 33186

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of any action heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim for liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or tran-

saction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction, with the same force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

JUAN VALLE

14500 S.W. 111th Terrace  
Miami, Florida 33186

#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE XI - PRE-EMPTIVE RIGHT

Every Stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation, this 30th day  
of March, 1995.

Juan Valle  
JUAN VALLE

STATE OF FLORIDA    )  
                              :   SS  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me  
this 30th day of MARCH, 1995, by JUAN VALLE, who  
personally appeared before me at the time of notarization,  
and who is personally known to me or who has produced  
\_\_\_\_\_ as identification.

Eduardo Anton  
NOTARY PUBLIC

OFFICIAL NOTARY SEAL  
EDUARDO ANTON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC320947  
MY COMMISSION EXP. NOV. 27, 1997

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

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted in compliance with said Act:

**ZACHARY'S FASHIONS, INC.**

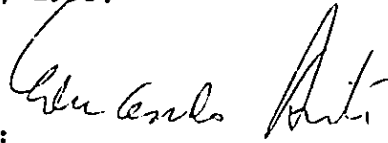
desiring to organize under the laws of the State of Florida, has named EDUARDO ANTON, 1385 Coral Way, Suite 406, Miami, Florida 33145, accepts service of process within the State.

**ACKNOWLEDGEMENTS:**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 30<sup>th</sup> day of March, 1995.

BY:

  
EDUARDO ANTON  
Resident Agent