

P95000033912

AQUARELLE, INC.  
1500 N.W. 94TH AVENUE  
MIAMI, FL. 33172

April 21, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fla 32314

RE: Aquarelle, Inc.

900001465619  
-04/26/95--01096--015  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above Corporation and original and one copy of the form designating resident agent.

Also enclosed is a check in the amount of \$122.50 to cover the following.

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$ 122.50
	=====

Please return the certified copy of the Articles of Incorporation to the above address.

Truly yours,

  
Christian Garces

RR.

Enclosure:

95/2  
95 APR 26 AM 9:48  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

AQUARELLE, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a Corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the corporation is:

AQUARELLE, INC.

ARTICLE II

This corporation shall have perpetual existence beginning on:

April 21, 1995

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street of the initial registered and principal office of this corporation shall be:

Christian Garces  
1500 N.W. 94th Avenue  
Miami, FL. 33172

or at such other places as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by it's Board of Directors.

SECRET  
FILED  
DIVISION OF CORPORATIONS  
95 APR 26 AM 9:48

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 26 PM 4:48

ARTICLE VI

The name of the initial registered agent of this corporation shall be :

Christian Garces

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and no more than 3 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The name and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

<u>NAMES</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
Christian Garces	President	1500 N.W. 94th Avenue Miami, FL 33172
Erica Miller	Vice-President	1500 N.W. 94th Avenue Miami, FL 33172
Viviane Perez G.	Secretary	1500 N.W. 94th Avenue Miami, FL 33172

ARTICLE IX

The name and street addresses of each incorporator of this corporation is:

Christian Garces	President	1500 N.W. 94th Ave Miami, Fl. 33172
Erica Miller	Vice-President	1500 N.W. 94th Ave Miami, Fl. 33172
Viviane Perez G.	Secretary	1500 N.W. 94th Ave Miami, Fl. 33172

#### ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the Stockholder or the Directors at any regular or duly scheduled special meeting.

#### ARTICLE XI

This corporation shall have in addition to a President, a Vice-President, Secretary and Treasurer, such other additional officer as may be created from time to time, by and under authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

#### ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

#### ARTICLE XIII

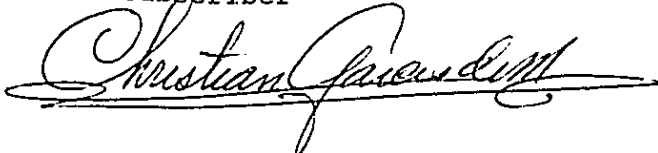
Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) here after reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having a Director of the corporation (whether or not he is a Director of the corporation at the time he is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjusted in such actions, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Director.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such persons may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these ARTICLES OF INCORPORATION this 21st day of April 1995.

Subscriber



95 APR 26 PM 9:48  
RECEIVED  
DIVISION OF STATE  
INVESTIGATION

STATE OF FLORIDA)

COUNTY OF DADE )

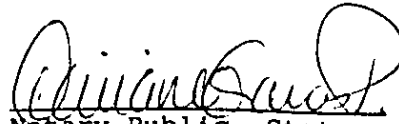
SS

I, HEREBY CERTIFY that on the 21st day of April, 1995, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements:

Christian Garces

to me well known and known to me the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, the day and year above written.



Notary Public, State of Florida

VIVIANE GARCES M. J.  
Notary Public, State of Florida  
My Comm. expires 12/31/99  
No. 00002100

My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 26 AM 9:48

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
APR 26 AM 9:48

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROGRESS WITHIN THIS STATE. NAMING AGENT  
UPON WHOM PROGRESS MAY BE SERVED

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

That AQUARELLE, INC. Desiring to organize under the laws of the State of Florida and with it's principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has name Christian Garces located at 1500 N.W. 94th Avenue Miami, Florida 33172 of Dade, State of Florida, as it's agent to accept service of proccess within this State.

ACKNOWLEDGMENT

Having been named to accept service of proccess for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.

By: Christian Garces  
Registered Agent