

8 11-20-11 11:05 FROM EMPIRE 10-11-11 CORP ELT FI 11:17
((H95000005954))
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE COMPANY
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WHOLESALE OUTLET, INC.
FAX AUDIT NUMBER: H95000005954
DATE REQUESTED: 05/26/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:53:02
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003256
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000005954)))
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ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:09:

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JUN 01 PM 1:29
TALLAHASSEE, FLORIDA

[Handwritten signatures and notes]
1454 R.A.
295A-27234

MAY-30-1995 09:49 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WHOLESALE OUTLET, INC.
REF: W95000011115

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

List the address for Registered Agent in Article VI.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6834.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005954
Letter Number: 195A00026947

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WHOLESALE OUTLET, INC.
REF: W95000011116

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

PLEASE READ ARTICLE VI. THERE IS NO R.A. ADDRESS, JUST THE CORPORATION ADDRESS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005954
Letter Number: 195A00027064

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

WHOLESALE OUTLET, INC

FILED

55 MAY 31 PM 1:29

RECEIVED
CLERK OF DISTRICT
CLERK OF DISTRICT
CLERK OF DISTRICT

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: WHOLESALE OUTLET, INC.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including apparel, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

THIS DOCUMENT PREPARED BY:
LEONARDO B. BRITO, P.A.
2600 S.W. 3rd Avenue, Suite 300
Miami, Florida 33129-2343
Phone: 305-856-1000

Leonardo Brito, P.A.
2600 SW 3 AVE #300
Miami, FL 33129-2343
FI Bar # 0615730
305-856-1000

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D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of \$1.00 per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100).

ARTICLE V

This Corporation is to exist perpetually.

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ARTICLE VI

The initial post office address of the registered agent of this corporation is: 2600 SW 3rd Avenue, Suite 301, Miami, Florida 33129 and the name of the initial registered agent of this Corporation is Leonardo F. Brito, P.A. The address of the corporation is 2600 SW 3rd Avenue, Suite 301, Miami, Florida 33129

ARTICLE VII

This Corporation shall have at least two (2) directors. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Touchette President, Secretary	1001 Lenoir #501 Montreal Quebec, Canada HYC2Z6
Jean Jacques Rousseau Vice President and Treasurer	1001 Lenoir #501 Montreal Quebec, Canada HYC2X6

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ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscribers of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Touchette President, Secretary	1001 Lenoir #501 Montreal Quebec, Canada HYC2E6
Jean Jacques Rousseau Vice President and Treasurer	1001 Lenoir #501 Montreal Quebec, Canada HYC2E6

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 entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 25th day of May, 1995.


Richard Touchette


Jean Jacques Rousseau

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 25 day of May, 1995, personally appeared Richard Touchette and Jean Jacques Rousseau, known to me to be the people who executed the foregoing Articles of Incorporation of WHOLESALE OUTLET, INC. and acknowledged before me that they executed the same for the purposes herein expressed, and who are personally known to me or who have produced Colocho's Passport & Colocho's as identification, and did take an oath.

Daniel's Local

WITNESS my hand and official seal at Miami, Dade County, Florida this 25 day of May, 1995.


NOTARY PUBLIC

My Commission Expires:



LEONARD P. BRITO
My Commission Expires
Expires Jan. 22, 1997
Bonded by \$100
800-427-1788

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FIRST - THAT WHOLESALE OUTLET, INC. DESIRING TO ORGANISE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO, P.A. OF 2600 S.W. 3RD AVENUE, SUITE 301, COUNTY OF DADE, STATE OF FLORIDA, 33129, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Richard Touchette

~~Jean Baptiste Rousseau~~

HAVING BEEN DULY NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

NAME:

TITLE:

DATE:

FILED
JUN 31 PM 1:29
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
TALLAHASSEE, FLORIDA

H 950005954

P95000042309

LAW OFFICES OF

Leonardo F. Brito

PROFESSIONAL ASSOCIATION

Leonardo F. Brito

ATTORNEY AT LAW
CERTIFIED CIRCUIT & CIVIL MEDIATOR

Gigi J. Tanghe

ATTORNEY AT LAW

Sofia Powell - Costo
OF COUNSEL

VIZCAYA VIEW PLAZA
2600 S.W. 3RD AVENUE
SUITE 301
MIAMI, FLORIDA 33129-2343

PH: (305) 856-9450
FAX: (305) 856-3383

MIAMI LAKES, FLORIDA
(305) 362-0880

via mail

February 8, 1996

DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, Florida 32314

300001713003
-02/13/96--01028--017
*****87.50 *****87.50

RE: WHOLESALE OUTLET, INC.
Our File No: LFB 95-091

To whom it may concern:

Enclosed please be find a Resignation of Registered Agent
along with our check #336 to cover the filing cost of \$87.50.

Should you have any questions, please contact our office.

Sincerely,

Johanna Rizo
Johanna Rizo
Legal Assistant

/jr
Enclosure

f:\wp51\johanna\95-091\depart..112

SH FEB 15 1996

RA Resig.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 AM 9:35

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Leonardo F. Brito, Esq.
(Name of registered agent)

hereby resigns as Registered Agent for WHOLESALE OUTLET, INC.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

LEONARDO F. BRITO, Esquire
(Typed or Printed Name)

President

(Capacity)

96 FEB 12 AM 9:35
DIVISION OF CORPORATIONS

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation



FLORIDA DEPARTMENT OF STATE

Sanford H. Mortimer
Secretary of State

March 18, 1996

995000042309
WHOLESALE OUTLET, INC.
2600 S.W. 3RD AVENUE
SUITE 301
MIAMI, FL 33129

SUBJECT: WHOLESALE OUTLET, INC.
Ref. Number: P95000042309

Our records indicate the registered agent for the above named corporation resigned on February 12, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1996

WHOLESALE OUTLET, INC.
2600 S.W. 3RD AVENUE
SUITE 301
MIAMI, FL 33129

SUBJECT: WHOLESALE OUTLET, INC.

Document #: P95000042309

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 796A00026529

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for WHOLESALE OUTLET, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of May 28, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000042309.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-eighth day of May, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State