

Document Number Only

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COMPASSIONATE CORPORATION SYSTEM

07/11/95-01073-0007  
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Dunville's L'Antiquaire, LTD

Q. BROWN JUL 1 2 1995



Walk-IN 7/12  
Will-wait 3:00  
Please back date

FLORIDA DEPARTMENT OF STATE

July 11, 1995

Sandra B. Mortham  
Secretary of State

C T CORPORATION SYSTEM  
6609 EAST JEFFERSON STREET  
TALLAHASSEE, FL 32301

SUBJECT: DUNVILLE'S L'ANTIQUAIRE, LTD., INC.  
Ref. Number: W95000013902

*Antique Shop*  
We have received your document for DUNVILLE'S L'ANTIQUAIRE, LTD., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 395A00033304

(PROFIT DOMESTIC CORPORATION)

ARTICLES OF INCORPORATION

OF

DUNVILLE'S L'ANTIQUAIRE, LTD., INC.

Pursuant to the provisions of the Florida Business Corporation Act of 1993, as amended, the undersigned corporation executes the following Articles:

These Articles of Incorporation are signed by the incorporator for the purpose of forming a profit Corporation as amended, as follows:

FIRST: The name of the Corporation is DUNVILLE'S L'ANTIQUAIRE, LTD., INC.

SECOND: The Corporation is organized to engage in any lawful activity within the purpose for which corporations may be organized under the Florida Business Corporation Act of 1993. The mailing address of the Corporation is 300 East Long Lake Road, Suite 200, Bloomfield Hills, Michigan 48304.

THIRD: The total number of shares of stock which the Corporation shall be authorized to issue is 10,000 Shares of Common Stock of no par value.

The designations and the powers, preferences, and rights, and the qualifications, limitations, or restrictions thereof are as follows:

- a) Each share of Common Stock shall be equal in all respects to all other shares of such stock and each share of outstanding Common Stock is entitled to one vote.
- b) Each holder of any class of stock issued by this Corporation shall be entitled to preemptive rights.
- c) The transfer, sale, pledge or other disposition of the stock shall be subject to those provisions as set forth in the Bylaws of the Corporation.
- d) The Stock shall be I.R.C. Section 1244 Stock, to be issued pursuant to a plan adopted by the Board of Directors.

FOURTH: The address of the registered office is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of the resident agent at the registered office is CT Corporation System.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- a) To make, alter or repeal the Bylaws of the Corporation.
- b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- c) To set apart out of any of the funds of the Corporation available for dividends of a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- d) By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.
- e) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interest of the Corporation.

EIGHTH: The name and address of the incorporator is as follows: James A. Rocchio, 300 E. Long Lake Road, Suite 200, Bloomfield Hills, Michigan 48304.

NINTH: When a compromise or arrangement or a plan or reorganization of this Corporation is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, a court of equity jurisdiction within the state, on application of this Corporation or of a creditor or stockholder thereof, or on application of a receiver appointed for the Corporation, may order a meeting of the creditors or class of creditors or of the stockholders or class of stockholders to be affected by the proposed compromise or arrangement or

reorganization, to be summoned in such a manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of stockholders or class of stockholders to be affected by the proposed compromise or arrangement or a reorganization of this Corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all of the creditors or class of creditors, or on all the stockholders or class of stockholders and also on this Corporation.

TENTH: Meetings of stockholders may be held outside the State of Florida, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of Directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above named Corporation, has hereunto signed these Articles of Incorporation on this 10th day of July, 1995.

\_\_\_\_\_  
James A. Rocchio  
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED: 7/10, 19 95

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
SPECIAL ASSISTANT SECRETARY

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS  
INDICATED BELOW. Include name, street and  
number, city, state and ZIP code.

James A. Rocchio, Esq.  
Strobl & Borda, P.C.  
300 E. Long Lake Road, Suite 200  
Bloomfield Hills, MI 48304

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