

P95000062049

V & C Smart to Shop Fashion
(Requestor's Name)
1919 N.W. 20th St.
(Address)
Miami FL 332142
(City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED
JAN 11 AM 9:25
TALLAHASSEE, FLORIDA

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****122.50 ****122.50

095-15617
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8/11

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

August 3, 1995

Sandra B. Mortham
Secretary of State

V & C SMART TO SHOP FASHIONS INC.
1919 NW 20TH ST
MIAMI, FL 33142

SUBJECT: V & C SMART TO SHOP FASHIONS INC.
Ref. Number: W95000015617

We have received your document for V & C SMART TO SHOP FASHIONS INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6922.

Bobbie Eldridge
Senior Corporate Section Administrator

Letter Number: 695A00036515

CERTIFICATE OF INCORPORATION OF V & C SMART TO SHOP FASHIONS
INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the Approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be V & C SMART TO SHOP FASHIONS INC and it's principal place of business shall be in Miami, Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in a any activity ofr business with any of all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida except as may be restricted under these Articles and it's By-laws.

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CERTIFICATE OF INCORPORATION OF V & C SMART TO SHOP FASHION, INC.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this Corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin, shall be not less than five hundred (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be
1919 N.W. 20th STREET MIAMI, FL 33142

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than five (5).

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CERTIFICATION OF INCORPORATION OF V & C SMART TO SHOP FASHION,
INC.

ARTICLE VIII

The names and post office address of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-laws:

Veronica Johnson 4655 Palm Avenue #103 Hialeah, Fl 33012

Carietha Johnson 4655 Palm Avenue #103 Hialeah, Fl 33012

ARTICLE IX

In futhemnce and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for it's indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-law, confer powers additonal to the power and authority expressly confered upon them by statue to the Directors.

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws shall be by the shareholders or by a majority vote of sharcholders voting, in the manner now or hereafter prescribed by the Statues.

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CERTIFICATION OF INCORPORATION OF V & C SMART TO SHOP FASHIONS,
INC.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite name:

Names	NUMBER OF SHARES
<u>VERONICA JOHNSON</u>	<u>50%</u>
<u>CARIETHA JOHNSON</u>	<u>50%</u>

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless approved by the President of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special Meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share.

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CERTIFICATE OF INCORPORATION OF V & C SMART TO SHOP FASHIONS, INC

represented at the meeting and entitled to voted on the subject matter shall be act of the shareholder.

ARTICLE XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.

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CERTIFICATE OF INCORPORATION OF V & C SMART TO SHOP FASHIONS,
INC.

ARTICLE XVII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

ARTICLE XXI

AMENDMENT

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

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CERTIFICATE OF INCORPORATION OF V & C SMART TO SHOP FASHIONS,
INC.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested,
or hand-delivered to the stockholders at the following address:

1919 N.W. 20th STREET
MIAMI, FL 33142


ARTICLE XXIII

The name and address of the subscribers to these articles are

VERONICA JOHNSON 1919 N.W. 20th ST. MIAMI, FL 33142

CARIETHA JOHNSON 1919 N.W. 20TH ST. MIAMI, FL 33142


VERONICA JOHNSON


CARIETHA JOHNSON

ARTICLE XXIV

the Resident Agent of this Corporation is

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CERTIFICATE OF INCORPORATION OF V & C SMART TO SHOP FASHION INC.

We, the above named subscribers and Resident Agent hereunto set
our hand and seal this 29th day of July 1995.

STATE OF FLORIDA)

S.S

COUNTY OF DADE)

BEFORE ME personally appeared Veronica Johnson and Carietha Johnson well
known and known by me to be the same people who executed the above and foregoing
instrument and acknowledged that they signed, sealed, and delivered the same as their
free act deed as set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 29th DAY OF JULY 1995.


NOTARY PUBLIC STATE OF FLORIDA *cc 146879*

MY COMMISSION EXPIRES: 9/26/95

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 AUG 11 AM 9:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

U.E.C. SMART to Shop Fashion Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Veronica Johnson
(NAME)
1919 NW 20th
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
miami Fla 33142
(CITY/STATE/ZIP)

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.

Veronica Johnson
(SIGNATURE)

08-08-1995
(DATE)