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LAW OFFICES OF  
LUDOVICI & LUDOVICI

Attorneys at Law  
A Professional Association  
Established 1959

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Miami, FL 33157-5434  
Telephone (305)235-2161  
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August 16, 1995

Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation

200001563512  
-08/17/95--01053--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return to this office in the enclosed Federal Express envelope.

A check in the amount of \$122.50 is enclosed payable to the Department of State, to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	122.50

Very truly yours,

  
EDWARD P. LUDOVICI

EPL/sp  
Enclosures

roukou.ltr

FILED

95 AUG 17 AM 10:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1007  
8-18-95

ARTICLES OF INCORPORATION

OF

ROUKOU, INC.

FILED

95 AUG 17 AM 10:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ROUKOU, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE III - POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stock, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;
2. To sue and to be sued and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;

3. To adopt and use a common corporate seal and alter the same;
4. To appoint such officers, agents, and employees as its affairs shall require and allow them suitable compensation;
5. To make and enter into all contracts necessary and proper for the conduct of its business;
6. To purchase the corporate assets of any other corporation;
7. To take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;
8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;
9. To purchase, hold, sell, and transfer shares of its own capital stock or any of its own capital stock, but it cannot purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding stock for the purposes of any stockholders' quorum or vote;
10. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon. Issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments or encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient. To transfer corporate property of every kind and

nature belonging to the corporation, as security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the corporation.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of ONE AND NO/100 DOLLAR(S) (\$1.00).

The capital stock may be paid for in property, labor, or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than ONE HUNDRED AND NO/100 DOLLARS (\$100.00).

#### ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation shall be 20505 South Dixie Highway, Cutler Ridge Mall, Room 1697, Miami, Florida 33189.

#### ARTICLE VIII - DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time to time, pursuant to the

by-laws adopted by stockholders, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH CHAPMAN	20505 South Dixie Highway Cutler Ridge Mall, Room 1697 Miami, Florida 33189

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock they agree to take, and the value of the consideration therefore are as follows:

<u>NAMES:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>VALUE:</u>
ELIZABETH CHAPMAN	20505 South Dixie Highway Cutler Ridge Mall, Room 1697 Miami, Florida 33189	33	\$33.00

ARTICLE XI - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or appointed and shall have qualified are as follows:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
ELIZABETH CHAPMAN	President and Secretary	20505 South Dixie Highway Cutler Ridge Mall, Room 1697 Miami, Florida 33189
LUCITA ESAU	Vice President	20505 South Dixie Highway Cutler Ridge Mall, Room 1697 Miami, Florida 33189

ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be ELIZABETH CHAPMAN at 20505 South Dixie Highway, Cutler Ridge Mall, Room 1697, Miami, Florida 33189.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by FIFTY ONE PERCENT (51 %) of the voting capital stock, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

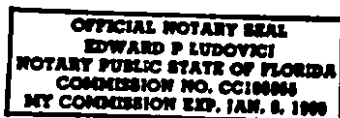
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of August, 1995.

Elizabeth Chapman  
ELIZABETH CHAPMAN

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

The foregoing instrument was acknowledged before me the 16<sup>th</sup> day of August, 1995 by ELIZABETH CHAPMAN, who ( ) is personally know to me or X has produced FL DL # C155-237-58-513, as identification, and who did take oath.

Notary Seal:



Edward P. Ludovici  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
EDWARD P. LUDOVICI  
Print Name

FILED  
AUG 17 AM 10:00  
STATE OF FLORIDA  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

Elizabeth Chapman  
ELIZABETH CHAPMAN, Registered Agent

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300001954083  
-09/24/96--01024--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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 checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

5/19/97

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

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ROUKOU, INC.

SECOND: The date dissolution was authorized: 9/3/96

THIRD: Adoption of Dissolution (check one)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

"The number of votes cast for dissolution was sufficient for approval by \_\_\_\_\_ ."]  
(voting group)

Signed this 3<sup>rd</sup> day of SEPTEMBER, 19 96.

Signature Elizabeth Chapman  
(By the Chairman or Vice Chairman of the Board,  
President, or other officer)

ELIZABETH CHAPMAN  
(Typed or printed name)

PRESIDENT  
(Title)

ADDRESS: 18715 SW 99<sup>th</sup> RD  
MIAMI, FL 33157  
305-232-8805

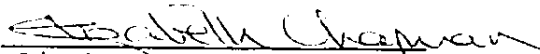


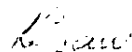
**PLAN OF COMPLETE DISSOLUTION**

**ROUKOU, INC.**

1. **Consent to plan** - The undersigned being all the members of the Board of Directors and stockholders of Roukou, Inc., a Florida corporation, hereby consent to the following plan of complete dissolution of the corporation.
2. **Plan of liquidation** - Roukou, Inc. (hereinafter called "Roukou"), will be completely dissolved in the manner stated in this plan.
3. **Approval and ratification** - This plan is hereby adopted by Roukou's Board of Directors and ratified by its stockholders.
4. **Disposition of assets** - After this plan has been ratified by the shareholders, Roukou shall accomplish its liquidation by satisfaction of all liabilities and distribution of all remaining assets.
5. **Cessation of business** - Roukou has ceased doing business since the closing of its Cutler Ridge Store.
6. **Dissolution** - The sole purpose of this plan is to formally dissolve Roukou. Roukou's corporate existence will be terminated in accordance with the laws of the State of Florida.
7. **Authorization of necessary acts** - The officers of Roukou and its Board of Directors are hereby authorized to do and perform such acts, execute and deliver such documents, and do all other things as may be reasonably necessary or advisable to accomplish this plan of dissolution.

Dated this 3rd day of September, 1996.

  
Elizabeth Chapman, as Director  
and Stockholder of Roukou, Inc.

  
Lucita Esau, as Director and  
Stockholder of Roukou, Inc.