

P95000064482

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700001564877
-08/21/95--01039--009
*****78.75 *****78.75

SUBJECT: FIVE STAR DESIGN & DECORATION INC.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
8-30-95

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FILED
95 AUG 18 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: MARIA S. HERNANDEZ
Name (printed or typed)
10400 NW. 30 AVE.
Address
MIAMI, FL. 33147
City, State & Zip
(305) 826-2746
Daytime Telephone number

AUG 21 1995 RSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME :

THE NAME OF THE CORPORATION SHALL BE : _____
FIVE STAR DESIGN & DECORATION INC .

FILED
95 AUG 18 PM 2:43

EFFECTIVE DATE
8-20-95

ARTICLE TWO

NATURE OF BUSINESS :

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE LAWS OF THE ESTATE OF FLORIDA.

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS; _____
AUGUST 20, 1995

ARTICLE FOUR

MINIMUM CAPITAL :

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN TWO-HUNDRED FIFTY DOLLARS (\$ 250.00) OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW. THE INITIAL AMOUNT IS \$500.00

ARTICLE FIVE

NUMBER OF DIRECTORS

THIS CORPORATION SHALL AT ALL TIMES HAVE AT LEAST ONE DIRECTOR WHO IS A CITIZEN OR RESIDENT OF THE UNITED STATES

OF AMERICA. THE STOCKHOLDERS OF THE CORPORATION MAY FROM TIME TO TIME, AND AT ANY TIME, INCREASE OR DIMINISH THE SIZE OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT THE CORPORATION SHALL AT ALL TIMES HAVE A MINIMUM OF ONE DIRECTOR.

ARTICLE SIX

CLASSES OF DIRECTORS :

THE BY-LAWS OF THE CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERMS SHALL CONTINUE LONGER THAN THREE (3) YEARS, AND PROVIDED FURTHER THAT AT LEAST ONE-FOURTH IN NUMBER OF DIRECTORS SHALL BE ELECTED ANNUALLY.

ARTICLE SEVEN

THIS CERTIFICATE OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE EIGHT

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.

B. AUTHORIZED: THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 50 SHARES.

C. PAR VALUE : EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF :NO PAR

D. CONSIDERATION: SHARES OF COMMON STOCK MAY ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY OF THE FOREGOING COMBINATIONS, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.

E. NONASSESSABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NONASSESSABLE.

F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

G. ACCUMULATIVE VOTING. NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF ACCUMULATIVE VOTING.

H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.

I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF LIQUIDATION OR DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

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

IN PURSUANCE OF CHARTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT.

FIRST THAT MARIA S. HERNANDEZ DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF MIAMI

COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED REGISTERED AGENT OF FIVE STAR DESIGN & DECORATION INC. LOCATED AT: 10400 NW. 30 AVE. (33147)

COUNTY OF: DADE STATE OF: FLORIDA

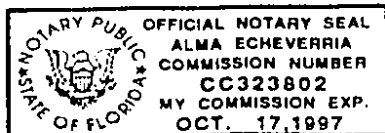
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPTE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Maria S. Hernandez
MARIA S. HERNANDEZ
(REGISTERED AGENT)

Alma Echeverria 8/15/95
NOTARY PUBLIC.
ALMA ECHEVERRIA



REGISTERED AGENT
SUBSCRIBER INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

THE UNDERSIGNED INDIVIDUAL, A UNITED STATES CITIZEN OR RESIDENT COMPETENT TO CONTRACT, EXECUTES THIS CERTIFICATE OF INCORPORATION AS SOLE SUBSCRIBER, INITIAL DIRECTOR, AND FIRST REGISTERED AGENT. THE UNDER-SIGNED INDIVIDUAL SHALL HOLD OFFICE AS A DIRECTOR AND REGISTERED AGENT UNTIL HIS SUCCESSORS HAVE QUALIFIED, FOLLOWING THEIR ELECTION OR APPOINTMENT. THE STREET ADDRESS OF SUCH INDIVIDUAL SHALL BE THE INITIAL STREET ADDRESS IN FLORIDA OF THE PRINCIPAL OFFICE OF THIS CORPORATION. THIS CORPORATION MAY CHANGE ITS REGISTERED AGENT AND PRINCIPAL OFFICE AT ANY TIME.

DIRECTOR / SUBSCRIBER/ REGISTERED AGENT: MARIA S. HERNANDEZ

STREET ADDRESS/ PRINCIPAL OFFICE:
10400 NW. 30 AVE. MIAMI, FL. 33147

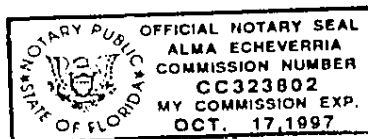
IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER DOES, MAKE SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

DATE: 8-15-95 SIGNATURE: Maria S. Hernandez

STATE OF FLORIDA /COUNTY OF DADE
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, MARIA S. HERNANDEZ TO ME WELL KNOWN, AND KNOWN TO ME THE INDIVIDUAL DESCRIBED IN, AND WHO EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THE SAME WAS EXECUTED FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF I HAVE HEREUNTO AFFIXED MY HAND AND OFFICIAL SEAL, AT HIALEAH, DADE COUNTY, FLORIDA.

DATE: 8/15/95 Alma Echeverria
NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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: FIVE STAR DESIGN & DECORATION

FILED
05 MAR 18 PM 2:43
TALLAHASSEE, FLORIDA

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

MARIA S. HERNANDEZ

(Name)

10400 NW. 30 AVE.

(P.O. Box not acceptable)

MIAMI, FL. 33147

(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.

Maria S. Hernandez
(Signature)

8-15-95
(Date)