

1/24/96

FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROBERTO PARIS, INC.

FAX AUDIT NUMBER: H96000001164

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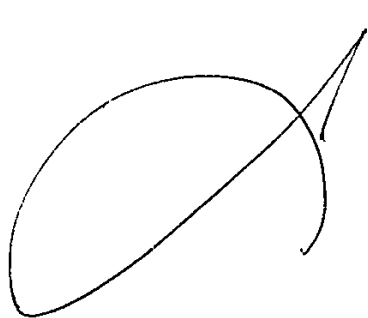
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
ROBERTO PARIS, INC.**

⑦

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be ROBERTO PARIS, INC.

**ARTICLE II**

**TERM**

This corporation is to exist perpetually.

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to issue is one hundred (100) shares of common stock being the only stock authorized to be issued and having a par value of one (\$1.00) dollar per share.

Prepared By: Laura de Oña, Esq.  
48 Valencia Avenue, Fourth Floor  
Coral Gables FL 33134  
(305) 446-0640  
FL BAR NO. 636738

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#### ARTICLE V

##### REGISTERED AGENT

The name and address of the initial registered agent of this corporation is as follows: Roberto Paris, 487 N.W. 42nd Avenue, Miami, Florida 33126. The Board of Directors may from time to time move the registered office to any other address in the State of Florida or replace the Registered Agent.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The business of the corporation should be managed by a Board of Directors consisting of not less than one (1) nor more than five (5) Directors. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

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**ARTICLE VII**

**INITIAL DIRECTORS**

The name and address of the members of the initial Board of Directors who shall hold office for the first year of existence of the corporation, or until his successors are elected or appointed and have qualified are:

| NAME          | TITLE                                    | ADDRESS                                |
|---------------|--|--|
| Roberto Paris | President,<br>Secretary and<br>Treasurer | 487 N.W. 42nd Avenue<br>Miami FL 33126 |

**ARTICLE VIII**

**INCORPORATORS**

The name and post office address of the subscriber to the Articles of Incorporation, and the number of shares of stock that he agrees to take are as follows:

| NAME          | ADDRESS                                | NO. OF SHARES |
|---------------|--|---------------|
| Roberto Paris | 487 N.W. 42nd Avenue<br>Miami FL 33126 | 100           |

**ARTICLE IX**

**EFFECTIVE DATE**

The effective date for the commencement of the existence of this corporation shall be on the date of filing the Articles of Incorporation.

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#### **ARTICLE X**

##### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendment hereto or any right conferred upon the shareholders as subject to this reservation.

#### **ARTICLE XI**

##### **DIRECTORS AUTHORITY TO FIX COMPENSATION**

The Director shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or By-laws.

#### **ARTICLE XII**

##### **INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE XIII**

##### **PRINCIPAL OFFICE**

The initial street address in the State of Florida of the principal office of this corporation is 487 N.W. 42nd Avenue, Miami FL 33126. The corporation may change its principal office from time to time.

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ARTICLE XIV

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida, this 24th day of January, 1996.

Roberto Paris  
ROBERTO PARIS

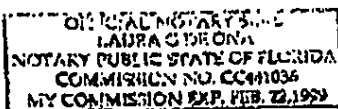
STATE OF FLORIDA )  
COUNTY OF DADE ) SS

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared ROBERTO PARIS, to me known to be the person described in and who executed the foregoing Articles of Incorporation as incorporators and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 24th day of January, 1996.

Laura C. DeOna  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



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H 9600001164:

That ROBERTO PARIS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named ROBERTO PARIS, 487 N.W. 42nd Avenue, Miami FL 33126, as its agent to accept service of process within the State.

**ROBERTO PARIS**

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

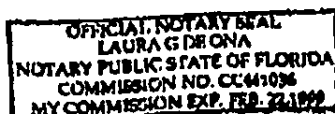
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared ROBERTO PARRIS, to me well known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that she subscribed to said Certificate.

WITNESS my hand and official seal in the County and State  
above named this 24th day of January, 1996.

Sonne de l'air

NOTARY PUBLIC, State of  
Florida at Large

**My Commission Expires:**



FILED  
65 JAN 29 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA