

# P96000028492

Bart & Tackle Lingerie, Inc.  
Requestor's Name

7555 NW 63rd Street  
Address

Miami FL 33166  
City/State/Zip Phone #

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

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-03/26/96--01131--005  
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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

96 APR 25 AM 11:09  
FBI - MIAMI

ARTICLES OF INCORPORATION  
OF  
BAIT & TACKLE LINGERIE, INC.

FILED  
96 MAR 26 AM 11:39  
RECORDS & CLERK OF STATE  
TALLAHASSEE, FLORIDA

Article I

Corporate Name

The name of this corporation is: Bait & Tackle Lingerie, Inc.

Article II

Purpose

This corporation is organized for the following purpose:

1. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident thereto. To accomplish any of the the purposes of or the attainment of any one or more of the objects of the corporation designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

### **Article III**

#### **Capital Stock**

**This corporation is authorized to issue 100 shares of common stock with no par value.**

### **Article IV**

#### **Initial Principal Office**

**The street address of the initial principal office of this corporation is: 7555 NW 63rd Street, Miami, Florida 33166.**

### **Article V**

#### **Registered Agent and Registered Office**

**The initial registered agent and registered office of this corporation is: Pedro M. Guillen, whose address is:**

**949 Pennsylvania Avenue #209, Miami Beach , FL 33139.**

### **Article VI**

#### **Initial Board of Directors**

**This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The name and address of the initial director of this corporation is, to wit:**

**Pedro M. Guillen 949 Pennsylvania Avenue  
Apt #209  
Miami Beach, Florida 33139**

**Article VII**

**Incorporator**

The name and address of the person signing these Articles is:

Pedro M. Guillen, 949 Pennsylvania Avenue Apt. #209, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation of Bait & Tackle Lingerie, Inc., this 21st day of March, 1996.

  
Subscriber

**ARTICLE VIII**

This corporation shall indemnify each director and officer of the Corporation from any personal liability incurred as a result of any action taken as part of performing any corporate functions and against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

## **Article IX**

**This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation. All amendments shall be approved by the Board of Directors and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon.**

## **ARTICLE X**

**No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a shareholder in this Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting exclusive of the stock to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for the purpose of said meeting.**

## **ARTICLE XI**

**The Corporation, in its By-Laws, may confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.**

## **ARTICLE XII**

**The Corporation shall have the exclusive right and power to determine whether and to what extent and under what condition and regulations the accounting books of this Corporation (other than the stock books), shall be open for the inspection of the shareholders, and no shareholder shall have the right to inspect any accounting books or documents of this Corporation except as authorized by a resolution of the Board of Directors or as conferred by State.**

## ACKNOWLEDGMENT

STATE OF FLORIDA) ) ss.  
COUNTY OF DADE )

**BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county above set forth, personally appeared, Pedro M. Guillen, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.**

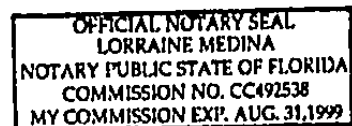
**IN WITNESS WHEREOF, I have hereunto my hand and affixed my official seal in the state and county aforesaid, this 21st day of March, 1996.**

Concei Medina  
Notary Public, State of Florida

LORRAINE MEDINA  
Print Name of Notary

**My Commission Expires:**

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS IN THIS STATE  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

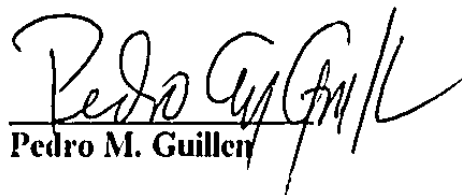
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First: That Bait & Tackle Lingerie, Inc. desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation has named Pedro M. Guillen, whose address is:

949 Pennsylvania Avenue, #209, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Pedro M. Guillen

FILED  
96 MAR 26 PM 1:40  
SEAL  
TALLAHASSEE, FLA.