

4/15/96

FLORIDA DIVISION OF CORPORATIONS

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((H90000005288))

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATION, K1 COMPANY

DEPARTMENT OF REVENUE

15 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 20

100 EAST GUNN STREET

MIAMI, FL 33135

TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NICOLE'S ACCESSORIES, INC.

FAX AUDIT NUMBER: H90000005288

CURRENT STATUS: REQUESTED

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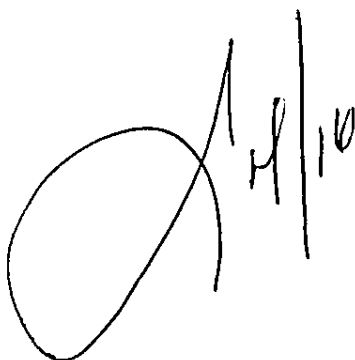
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96 APR 16 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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96 APR 16 AM 8:12

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ARTICLE OF INCORPORATION
OF
NICOLE'S ACCESSORIES, INC.

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RECEIVED
SECRETARY OF STATE
FLORIDA

95 APR 10 11:11:30

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ARTICLE I-NAME

The name of this Corporation is NICOLE'S ACCESSORIES, Inc.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Carlos J. Arboleya Jr., Esquire, 2100 Ponce de Leon Blvd., Suite 1100, Coral Gables, Florida 33134.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAME	ADDRESS
Luis A. Medina	7513 Lochness Drive Miami Lakes, Fl. 33014
Berta E. Medina	7513 Lochness Drive Miami Lakes, Fl. 33014
Carlos A. Medina	6885 Cassia Place Miami Lakes, Fl. 33014
Fanny Medina	6885 Cassia Place Miami Lakes, Fl. 33014

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Carlos J. Arboleya Jr., Esq.
2100 Ponce de Leon Blvd. # 1100
Coral Gables, FL 33134
FL. Bar NO. 817155
(305) 1111-1111
P.02/16

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ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDemnIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is 6809 Main Street, Miami Lakes Fl. 33014.

ARTICLE XI-INCORPORATOR

The person signing these articles is Carlos J. Arbolaya, Jr., Esq., 2100 Ponce De Leon Blvd. Suite 1100, Coral Gables, Fl. 33134.

ARTICLE XII-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of April, 1996.

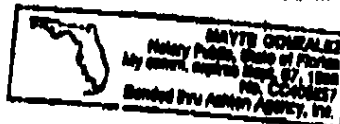
State of Florida
County of Dade }

Carlos J. Arboleya Jr., Esq.

The foregoing instrument was acknowledged before me this 10th day of April, 1996, by Carlos J. Arboleya Jr., who is personally known to me or who has produced as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of Nicola's Accessories, Inc., and acknowledged before me that he executed those Articles of Incorporation.

Notary Public
NOTARY PUBLIC, STATE OF
FLORIDA.
Name: Notary Public

My Commission Expires:



496000005288

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

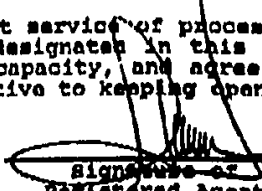
Niccolo's Accessories, Inc.

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First-That Niccolo's Accessories, Inc., desiring to organize
under the laws of the State of Florida, with its principal
office as indicated in the articles of incorporation at City of
Dade, County of Dade, State of Florida, has named CARLOS J.
ARBOLEYA JR., located at 2100 Ponce de Leon Blvd., Suite 1100,
City of Coral Gables, County of Dade, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at 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.

By: 
Signature of
Registered Agent

State of Florida)
County of Dade)

The foregoing instrument was acknowledged before me
this 14th day of April, 1996, by Carlos J. Arboleya, Jr., who is
~~personally known to me~~ or who has
produced _____ as identification and
who did/did not take an oath.


NOTARY PUBLIC, STATE OF
FLORIDA.
Name: Bayle Gonzalez

My Commission Expires:



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66 APR 16 11:30

RECORDED

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