

P960000 35631

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 16
Address

MIAMI, FLORIDA 33174 (305) 552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

41000017513014
04/24/96--01003--125
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LADYBUG, INC.
(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 checked="" 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

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

APR 24 1996

ARTICLES OF INCORPORATION

OF

Ladybug, Inc.

FILED
JAN 14 PM 1:12
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation is as follows:

Ladybug, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

8900 SW 117 Avenue, Suite B-104
Miami, Florida 33186

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

ARTICLE IV
PURPOSE OF CORPORATION AND
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the following business purposes:
To import fashionable items of apparel for men, women and children. To market, both at wholesale and retail levels, women's and men's clothing and accessories, and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE V
CAPITAL STOCK OF CORPORATION

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7500) shares of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The name of the initial registered agent of this corporation is Bernard V. Mazzeo, and the street address of the initial registered office and the principal place of business of this corporation is:
8900 SW 117 Avenue, Suite B-104 Miami, FL 33186.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than 5 directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

NAMES
Antonio C. D'Amico

POST OFFICE ADDRESS
Via Necropoli Grotticelle, No. 28
96100 Siracusa, Italy

ARTICLE IX
INCORPORATOR(S)

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

INCORPORATOR'S NAME

POST OFFICE ADDRESS

Antonio C. D'Amico

Via Necropoli Grotticelle, No.28
96100 Siracusa, Italy

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

ARTICLE XI
AMENDMENT

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form of substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

ARTICLE XII
POWER TO FORM PARTNERSHIP

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

**ARTICLE XIII
INSPECTION**

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

**ARTICLE XIV
ATTESTATION**

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporator does attest that the above facts and statements are truly and correctly stated on this 23rd day of April, 1996.

Cesare Antonio D'Amico (SEAL)
(NAME)
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

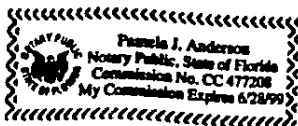
ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared Cesare Antonio D'Amico, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and HE acknowledged before me that HE executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 23rd day of April, 1996.

Print type or stamp name of Notary Public
Personally known ☐ OR Produced I.D. ☒
Type of I.D. produced: Passport

Pamela J. Anderson
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

In accordance with Chapter 48.091, Florida Statutes, Ladybug, Inc., hereby designates Bernard V. Mazzeo, of 8900 SW 117 Avenue, Suite B-104 Miami, FL 33186, as the Registered Agent of said Corporation to accept service of process within the State of Florida.

Ladybug, Inc., a
Florida Corporation

By: 
Antonio C. D'Amico - President

The person whose signature appears below accepts the above designation as Registered Agent for Ladybug, Inc., a Florida Corporation, for service of process within the State of Florida, and agrees to comply with the provisions of the law which apply to said designation of Registered Agent.



P96000035631

LADYBUG

5605 N.W. 74th Ave. - Miami, FL 33166

City/State/Zip

Phone #

Office Use Only

FILED
96 OCT -3 MW 9:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	Other

N/C

VS OCT 10 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 OCT -3 AM 9:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LADYBUG, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I

COCOCLE, INC
5605 NW 74 Avenue
MIAMI, FL 33166

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 9/18/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

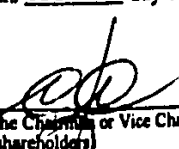
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of October, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Gaetano Corallo

Typed or printed name

Vice President

Title