

P96000042533

FILED

APRIL 24, 1996

26 MAY 20 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

MARIO MARRERO UPHOLSTERY FRAMES
4080 N.W. 132ND. STREET BAY D
OPA LOCKA, FLORIDA 33054

900001810919
-05/07/96--01060--020
****122.50 ****122.50

GENTLEMEN;

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF
INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE
NAMED CORPORATION.

VERY TRULY YOURS,

M. Marrero
MARIO MARRERO
4080 N.W. 132ND. STREET BAY D
OPA LOCKA, FLORIDA 33054

W96-9972

8/1/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 9, 1996

MARIO MARRERO
4080 NW 132ND ST BAY D
OPA LOCKA, FL 33054

SUBJECT: MARIO MARRERO UPHOLSTERY FRAMES
Ref. Number: W96000009972

We have received your document for MARIO MARRERO UPHOLSTERY FRAMES and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 896A00022803

FILED

96 MAY 20 AM 0:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARIO MARRERO UPHOLSTERY FRAMES INC.
4080 NW 132ND STREET BAY D
OPA LOCKA, FLORIDA 33054

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPLE OFFICE AND MAILING ADDRESS IS; 4080 NW 132ND STREET BAY D, OPA LOCKA, FLORIDA 33054.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE(S) THEREOF(AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 4080 N.W. 132ND. STREET, OPA LOCKA, FLORIDA 33054 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS; MARIO MARRERO.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS;

MARIO MARRERO
4080 N.W. 132ND. STREET BAY D
OPA LOCKA, FLORIDA 33054

PRESIDENT

MARIO MARRERO
4080 N.W 132ND STREET BAY D
OPA LOCKA, FLORIDA 33054

VICE-PRESIDENT

MARIO MARRERO
4080 N.W. 132ND. STREET BAY D
OPA LOCKA, FLORIDA 33054

SECRETARY/TREASURER

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS;

MARIO MARRERO
4080 N.W. 132ND. STREET BAY D
OPA LOCKA, FLORIDA 33054

ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW. BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLES XV

THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 24TH DAY OF APRIL, 1996 AT MIAMI, COUNTY OF
DADE, STATE OF FLORIDA.



MARIO MARRERO



NOTARY PUBLIC STATE OF FLORIDA



WILLIAM H. HART
My Commission 00081740
Expires Nov. 30, 1998
Designated by NPNJ
800-224-6388

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE
STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED.



KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS 22nd OF APRIL, 1996.



NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission 00421748
Expires Nov. 30, 1999
Bonded by NPAU
800-894-6888

FILED

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT PG MAY 20 PM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



MARIO MARRERO

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 20 AM 8:38